

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION**

CHARLES MORROW, <i>et al.</i>,)	
)	
Plaintiffs,	)	CIVIL ACTION NO: 3:07-CV-617-MHT
)	
v.)	
)	
FLOWERS FOODS, INC., <i>et al.</i>,)	
)	
Defendants.)	

**DEFENDANT FLOWERS FOODS, INC.’S, FLOWERS BAKING CO. OF OPELIKA,
LLC’S, AND FLOWERS BAKING CO. OF THOMASVILLE, LLC’S RESPONSE
IN OPPOSITION TO PLAINTIFFS’ MOTION TO COMPEL
THE PRODUCTION OF DOCUMENTS AND ANSWERS TO INTERROGATORIES¹**

COME NOW, Defendants Flowers Foods, Inc. (“Flowers Foods”), Flowers Baking Co. of Opelika, LLC (“Flowers/Opelika”), and Flowers Baking Co. of Thomasville, LLC (“Flowers/Thomasville”), by and through their undersigned attorneys, and move this Court for an Order Denying Plaintiffs’ Motion to Compel the Production of Documents and Answers to Interrogatories (“Plaintiffs’ Motion”), which Plaintiffs filed with this Court on April 15, 2008.

Plaintiffs are currently comprised of only three current and eight former distributors at Flowers/Thomasville and Flowers/Opelika² who operated out of a limited number of warehouses within a limited geographic area. Notwithstanding, Plaintiffs have brought this Section 216(b) action on behalf of a nationwide class. This Court has not ruled on Plaintiffs’ Motion for conditional certification, which Plaintiffs had to submit to this Court over seven months ago, and

¹ Although Plaintiffs’ Motion is titled “Plaintiffs’ Motion to Compel the Production of Documents,” because Plaintiffs’ Motion also discusses compelling answers to Interrogatories, Defendants have titled their Response as such.

² Plaintiffs Charles Morrow, Michael Overton, James Marty Smith, Michael Smith, Ricky Small, Melvin Snow, and Greg Patisaul are former distributors of Flowers/Opelika. Plaintiff Gary Chambliss is a former distributor of Flowers/Thomasville. Plaintiffs Dwayne Cleveland, Mark Murphy, Lew Baxter are current distributors of Flowers/Opelika.

this Court has issued an Order limiting pre-conditional certification discovery to the named parties and the allegations against them. Further, although Plaintiffs moved to extend the deadline to add additional parties, this Court denied Plaintiffs' Motion, providing that such deadline would remain that set forth in its Scheduling Order. Despite these clear Orders, Plaintiffs now move this Court to compel Defendants to produce the same type of pre-conditional certification class-wide discovery its prior Order held to be inappropriate, including that which involves individuals or entities which are not, and cannot currently be added as, parties to this lawsuit.

As will be discussed more fully below, Plaintiffs' Motion should be denied because it is nothing more than an improper attempt to effectively ask this Court to reverse its own prior Orders and provide Plaintiffs with discovery for which they would not otherwise be entitled.

I. Plaintiffs' Are Not Entitled to the Discovery Sought Under Both the Uniform Scheduling Order and This Court's Protective Order

A. Factual Background Regarding Scheduling Order

On July 2, 2007, Plaintiffs filed their original Complaint against Flowers Foods and Flowers/Opelika under 29 U.S.C. § 216(b), of the Fair Labor Standards Act ("FLSA") seeking to maintain a collective action on behalf of themselves and others "similarly situated."³ (Ct. Doc. No. 1.) Specifically, despite Plaintiffs limited number and limited geographic location from which they operate(d) their distributorships, Plaintiffs sought a class of all current and former independent distributors, located in twenty different states and the District of Columbia, who are currently operating out of 500 different warehouses and are/were contracted with (or employed by)⁴ any one of the twenty-five different Flowers Foods' subsidiaries that utilized independent

³ While Defendants deny that Plaintiffs were or are "employees," Section 216(b) is nonetheless the vehicle for Plaintiffs to bring their claims given their contention that they are or were "employees" under the FLSA.

⁴ Some distributors may have been route sales employees, and not independent distributors, during statutory period.

distributors. (Ct. Doc. Nos. 1; 42 (filed October 17, 2007), pp. 2-3 and the affidavits cited therein and filed concurrently therewith.)

On September 13, 2007, this Court issued its Scheduling Order for this case,⁵ ordering that **“Motions for class certification shall be filed on or before September 21, 2007,”** with briefs in support thereof “filed with any such motion.” (emphasis added). (See Ct. Doc. 28, § 5, attached as Exhibit “A.”) Plaintiffs filed their Motion to Conditionally Certify Class and Facilitate Class Notice (“Motion to Conditionally Certify”), and Memorandum in Support thereof, on September 21, 2007. (Ct. Doc. Nos. 32; 33.) In accordance with the parties’ 26(f) Planning Report jointly filed with the Court on August 17, 2007 (Ct. Doc. No. 16), Defendants filed their Opposition in Response to Plaintiffs’ Motion to Conditionally Certify (“Opposition to Motion to Conditionally Certify”), with evidence in support thereof, on October 17, 2007. (Ct. Doc. No. 42.) This Court has not yet ruled on Plaintiffs’ Motion for Conditional Certification.

Pursuant to this Court’s Scheduling Order, Plaintiffs had until January 3, 2008, to add additional parties. (Ct. Doc. No. 28, pp. 2-3, § 5). On January 2, 2008, just one day before Plaintiffs’ deadline for adding additional parties, and after being granted multiple amendments to add additional parties to this lawsuit over a six (6) month period, Plaintiffs moved to extend this deadline. (Ct. Doc. No. 67.) Defendants filed a Response in Opposition to Plaintiffs’ Motion to extend this deadline on January 9, 2008. (Ct. Doc. No. 69.) On March 3, 2008, the Court issued an Order denying Plaintiffs’ Motion, preserving the January 3, 2008, deadline to add additional parties. In this Order, the Court provided that it would reconsider whether an extension of time to add additional parties was warranted only after the court resolved the class certification motion,

⁵ Although the Uniform Scheduling Order has been amended twice due to scheduling conflicts, the amended Orders only adjusted deadlines that were expressly tied to the pretrial date and trial date. (Ct. Doc. No. 46, filed October 24, 2007; Ct. Doc. No. 92, filed March 4, 2008.)

and then only upon a showing of good cause. (emphasis added). (*See* Ct. Doc. No. 91, attached as Exhibit “B.”)

B. Factual Background Regarding Protective Order

On September 5, 2007, Plaintiffs served Defendant Flowers Foods with a 30(b)(6) Deposition Notice, seeking class-wide discovery pertaining to Flowers Foods’ involvement with thousands of current and former distributors who contracted with, or were route sales employees for, any one of the twenty-five (25) subsidiaries that utilize independent distributors. (*See* Flowers Foods 30(b)(6) Notice of Videotaped Deposition, attached as Exhibit “C.”) At the time Plaintiffs filed this 30(b)(6) Deposition Notice, only one subsidiary was a party to this lawsuit.⁶ On October 31, 2007, Defendants filed a Motion for a Protective Order to limit the scope of this Deposition, outlining in detail that under precedent of this Court, such “class-wide” discovery was inappropriate before any decision by the Court conditionally certifying this action. (Ct. Doc. No. 48). In response, Plaintiffs outlined, in detail, their position that pre-conditional class-wide discovery was relevant and within the proper scope of discovery. (Ct. Doc. No. 57) (filed November 13, 2007). On November 27, 2007, after the benefit of full briefing by both parties, this Court granted Defendants’ Protective Order (“Order or Protective Order”), rejecting Plaintiffs’ position that such class-wide discovery was appropriate prior to conditional certification and explicitly limiting the scope of discovery to the named parties and the allegations against them. (*See* Ct. Doc. No. 64, attached as Exhibit “D.”) Specifically, this Court provided:

Because the Court has not yet ruled upon the Motion to Conditionally Certify Class and Facilitate Class Notice (Doc. 32, filed September 21, 2007), **this case only involves the current**

⁶ On November 6, 2007, Plaintiffs moved to add Flowers/Thomasville as a party. However, Flowers/Opelika and Flowers/Thomasville are the only two subsidiaries which have been named as parties to this action and which can be named as parties to this action at this time. (Ct. Doc. No. 91.)

named parties and the allegations against them. Thus, discovery is also limited to those parties and subject matter.

(emphasis added). (Ct. Doc. No. 64.)

C. Plaintiffs' Improper Attempt to Circumvent this Court's Orders to Obtain Nationwide Discovery

1. Background Regarding Plaintiffs' Interrogatories and Requests for Production, and Defendants' Responses Thereto

Despite the clear and unambiguous language of this Court's Protective Order, specifically limiting pre-conditional certification discovery to the named parties and the allegations against them, Plaintiffs, just two months after the Court issued its Order, served their Second Request for Production of Documents ("Document Requests") and Second Requests for Interrogatories ("Interrogatories") on Defendants Flowers Foods, Flowers/Opelika, and Flowers/Thomasville, seeking class-wide discovery that was not limited to that pertaining to Plaintiffs' individual claims. (See Pl. Interrogatories and Document Requests, attached as Exhibit "E" and "F," respectively.) Plaintiffs attempt to minimize the overbreadth of their Requests by characterizing them as a "single request for documents" and "single interrogatory" in their Motion to Compel. However, as discussed below, the plain language of Plaintiffs' Requests establishes that they reached far outside the permissible scope of discovery as established by this Court's Order.

Specifically, Plaintiffs' Interrogatories sought discovery regarding "each and every communication" any of the Defendants⁷ had with "any current or former route distributor," without limiting the request to communications pertaining to Plaintiffs' individual claims, and without limiting the time period or the substantive matter of these communications in any manner whatsoever. (See Exhibit E, *supra*). Plaintiffs' request, by its very terms, encompassed

⁷ In Plaintiffs' definitional section, paragraph 3 provides that the interrogatory is directed to "all agents, servants, employees, representatives, private investigators, all in-house and outside attorneys or any person who at your direction performs activities for or by any Defendant." See Exhibit E, *supra*.

not just business but also personal communications that are in no way relevant to any of Plaintiffs' individual FLSA overtime claims. Likewise, Plaintiffs' Document Requests sought information that was in no way tailored to that which would be relevant to Plaintiffs' individual claims. Specifically, Plaintiffs' Document Requests requested “[a]ll documents concerning . . . or describing any communications between you⁸ and any present or former route distributors . . . concerning any of the allegations, facts, or circumstances described in the Complaint.” (emphasis added). (See Exhibit F, *supra*.) In addition to reaching far beyond the scope of permissible discovery as set forth in this Court's Protective Order, Plaintiffs' Requests sought discovery pertaining to communications with non-party distributors who contracted with non-party subsidiaries, both of which are not, and cannot be added as, parties to this lawsuit at this time. (Ct. Doc. No. 91.) Moreover, Plaintiffs' Requests were also duplicative, encompassing documents and information responsive to prior discovery requests, for which Defendants had either already provided responsive information or documents or which Defendants were in the process of providing. (See Plaintiffs' First Set of Interrogatories and Requests for Production to Defendants, attached as Exhibit “G.”)

On February 13, 2008, Defendants served objections to Plaintiffs' Document Requests and Interrogatories, responding that such Requests and Interrogatories were overly broad and unduly burdensome on their face because they were not limited to that which was relevant to Plaintiffs' individual claims in accordance with this Court's Order. Defendants also objected to these Requests because they were so vague that they could not be intelligently answered. (See

⁸ Plaintiffs' Document Requests directed the Request to communications with the same types of individuals as Plaintiffs' Interrogatories. See Paragraph 3, Exhibit “F,” *supra*.

Defendants' Responses to Plaintiffs' Document Requests and Interrogatories, attached as Exhibit "H" and "I," respectively.)⁹

The parties met and conferred regarding these Document Requests and Interrogatories on March 25, 2008. During this conversation, and within a subsequent letter on the same date, Defendants informed Plaintiffs that they were "unaware of any responsive documents that have not been produced." (*See* Letter from Defendants' Counsel Kevin P. Hishta to Plaintiffs' Counsel Joseph Guglielmo, dated March 25, 2008, p. 5, attached as Exhibit "J.") On April 2, 2008, Defendants informed Plaintiffs that they believed they had produced all documents responsive to Plaintiffs' Document Requests because Defendants believed that any communications with independent distributors are typically maintained in the independent distributor files, which Defendants had already produced to Plaintiffs pursuant to prior discovery requests. Defendants also informed Plaintiffs that they had searched applicable email and believed they had produced any email pertaining to the named Plaintiffs. (*See* Letter from Defendants' Counsel Kevin P. Hishta to Plaintiffs' Counsel Joseph Guglielmo, dated April 2, 2008, attached as Exhibit "K.") Indeed, as of the date of these letters, Defendants had already produced thousands of documents to Plaintiffs, including those that contained communications with, or information regarding, the named Plaintiffs. (*See* Defendants' Production Log and accompanying transmittal letters¹⁰, attached as Exhibit "L.")

Nonetheless, Defendants informed Plaintiffs, in an April 2, 2008 letter, which Plaintiffs also attached as an Exhibit to their Motion, that they would "go back and double check and see if any additional non-privileged documents have been generated related to Plaintiffs that are

⁹ Plaintiffs' assertions in their Motion that Defendants "did not identify any [responsive] documents" when asked to do so misstates the facts. Defendants did not identify responsive documents in their Objections because, the Requests were so vague that they could not be intelligently answered. *See* Exhibits H and I, *supra*.

¹⁰ The specific transmittal letters are set forth in the Exhibit Log attached to this Response.

current distributors.” (*See* Exhibit K, *supra*.) Defendants did, in fact, go back to ensure that all documents involving the named Plaintiffs had been produced, and are in the process of producing some additional responsive documents that had been unintentionally omitted from, or generated/created after, their last submission to Plaintiffs.¹¹ In this April 2, 2008, letter, Defendants again reminded Plaintiffs of this Court’s Protective Order and stated that although communications with other distributors about the allegations in the lawsuit may be relevant to the class claims, they were not relevant to the Plaintiffs’ individual claims. Defendants also informed Plaintiffs that they had not had any substantive conversations with any Plaintiffs regarding the allegations or claims described in the lawsuit. (*See id*).

2. Plaintiffs’ Improper Attempt to Circumvent this Court’s Orders

Despite this Court’s Order explicitly limiting discovery to that which pertains to the named parties and the allegations against them, Plaintiffs ask this Court to compel Defendants to produce class-wide discovery pertaining to communications with current or former distributors, who are not parties, located in 20 states and the District of Columbia, who were/are contracted with (or route sales employees for) any one of twenty-five different Flowers Foods’ subsidiaries, twenty-three of which are not, and cannot be added as, parties to this lawsuit at this time. This information Plaintiffs’ seek is simply not relevant to determining whether each Plaintiff was denied overtime in violation of the FLSA.

Absent any basis for establishing relevancy, Plaintiffs’ Motion is nothing more than an attempt to effectively ask the Court to reverse its prior Orders and compel Defendants to produce

¹¹ Based on some sales analysis reports discussed in the recent depositions of Plaintiffs, which Defendants’ counsel had not heard about before, Defendants are also checking miscellaneous electronic documents, including (for example) sales summaries and analyses, to determine whether any additional responsive documents pertaining to Plaintiffs may exist. If any such documents are located, Defendants will produce them to Plaintiffs as soon as possible.

the same type of pre-conditional certification class-wide discovery the Court previously held to be inappropriate. Therefore, Plaintiffs' Motion should be denied in its entirety.

II. Plaintiffs' Arguments in Support of Why the Discovery Subject to This Motion is Relevant Are Based on Inapplicable and Irrelevant Precedent and Inaccurate Assumptions

A. Whether Others Wished to Opt-In Is Relevant Only to Plaintiffs' Motion for Conditional Certification, Which Has Been Fully Briefed

Plaintiffs only argument in support of their Requests for class discovery is that such discovery is relevant to determining whether other individuals wish to opt-in to the lawsuit. However, not only is this discovery inappropriate because it is not relevant to Plaintiffs' individual FLSA overtime claims, as discussed above, but it is relevant only to Plaintiffs' Motion for Conditional Certification, which Plaintiffs were ordered to file with the Court, with supporting briefs, over seven months ago. (*See* Ct. Doc. No. 28, § 5, attached as Exhibit A, ordering Motion, and briefs in support, due by September 21, 2007.)

As Plaintiffs discuss in their Motion, whether individuals wish to opt-in to the lawsuit is an element courts consider when deciding whether conditional certification is appropriate. *See Dybach v. Florida Dep't of Corrections*, 942 F.2d 1562, 1567 (11th Cir. 1991); *Hipp v. Liberty Nat'l Ins. Co.*, 252 F.3d 1208, 1217-1218 (11th Cir. 2001); *Cameron-Grant v. Maxim Healthcare Servs.*, 347 F.3d 1240, 1243 (11th Cir. 2003). However, Plaintiffs fail to mention that Plaintiffs bear this burden and the burden of establishing that "other aggrieved individuals exist in *the broad class they propose*." *Haynes*, 696 F.2d at 887 (emphasis added). Indeed, before submitting their Motion for Conditional Certification, Plaintiffs had every opportunity to obtain information and other evidence to establish this element. However, Plaintiffs failed to obtain or present any substantiated evidence that individuals other than Plaintiffs wished to opt-in to this lawsuit, submitting only three self-serving, unsupported, affidavits from named Plaintiffs. This is simply

insufficient to meet Plaintiffs' burden. (*See, e.g., Order, WellPoint*, No. 1:06-CV-2430-ODE, slip op., p. 7 (N.D. Ga., Aug. 23, 2007) (holding (in pertinent part) that three consents from former co-workers of plaintiffs who worked in the same two locations as plaintiffs were not sufficient to show that individuals who worked at defendants' many other offices within the state, and across the country, desired to opt-in)); (*see also* Ct. Doc. No. 42, Exhibit 17)).

B. Plaintiffs' Reliance on Precedent Pertaining to Rule 23, and Not Section 216(b), Class Actions in Support of Their Motion is Completely Misplaced

Plaintiffs also base their argument that Defendants should be compelled to produce the documents they seek on the proposition that "the substance of communications with putative class members is relevant when it pertains to an element of certification under Rule 23 or Rule 216(b)," repeatedly citing *Oppenheimer Fund, Inc. v. Sanders, Inc.*, 437 U.S. 340, 354, n.20 (1978), in support. (Ct. Doc. No. 96, pp. 4-5). However, Plaintiffs' reliance on *Oppenheimer* is completely misplaced, and Plaintiffs' appear to have "conveniently" read Section 216(b) into the text of this case to justify their overly broad discovery requests. *Oppenheimer* involves a Rule 23 class "opt-out" action, which the Court had already determined met the requirements for class action treatment under Rule 23, and does not involve a 216(b) "opt-in" action. *See Oppenheimer*, 437 U.S. 346 (citing *Sanders v. Levy*, 20 Fed. Rules Serv. 2d 1218, 1220-1221 (S.D.N.Y. 1975)).¹² Further, *Oppenheimer* dealt with the narrow issue of which party should pay for the compilation of the name and address list required to satisfy the mandatory notice requirement under Rule 23. No where in the case does the Court mention Section 216(b) actions. Plaintiffs cite footnote 20 on page 354 of *Oppenheimer* to support their position that the discovery they seek regarding communications with class members is relevant to this case; however, this

¹² In order to find a Rule 23 action appropriate for class treatment, the Court must first conduct an analysis which involves, for example, determining that the claims involve common questions of law or fact and numerosity, and that Plaintiffs' representation is adequate. *See id.*

footnote never references or mentions Section 216(b) actions but rather exclusively discusses whether, and under what circumstances, class members' names and addresses in Rule 23 actions are relevant and can be obtained.¹³ The Eleventh Circuit has clearly held that Rule 23 actions are a "fundamentally different creature" than Section 216(b) actions, primarily due to a plaintiffs' right to represent putative opt-ins in Rule 23 actions but not in Section 216(b) actions, and the manner in which an individual becomes a party in each type of action (*i.e.* "opt-in" vs. "opt-out"). *See Cameron-Grant*, 347 F.3d at 1249.

C. Plaintiffs' Arguments Are Illogical

Plaintiffs also make several other nonsensical arguments, including that "Defendants' *objection based on relevance is misplaced, as the standard is not admissibility but whether the discovery is reasonably calculated to lead to the discovery of admissible evidence*" [which is the definition of relevance under the Federal Rules]. Further, Plaintiffs' attempt to distinguish this Court's Protective Order by arguing that the Court's Order is not applicable to their Motion because the Court in its Order (1) "did not address the relevancy of the materials sought" in Plaintiffs' Motion, and/or (2) did not hold that discovery regarding communications with other distributors was not permitted prior to conditional certification. However, it would be completely illogical to conclude, as Plaintiffs' contend, that the Court's Order, which discusses the scope of

¹³ Specifically, footnote 20 provides:

We do not hold that class members' names and addresses can never be obtained under the discovery rules. There may be instances when this information could be relevant to issues that arise under Rule 23, see n. 13, *supra*, or where a party has reason to believe that communications with some members of the class could yield information bearing on these or other issues. Respondents make no such claim of relevance, however, and none is apparent here. Moreover, it may be doubted whether any of these purposes would require compilation of the names and addresses of *all* members of a large class. There is a distinction in principle between requests for identification of class members that are made to enable a party to send notice, and requests that are made for true discovery purposes. See n. 17, *supra*. (citations omitted).

437 U.S. at 354, n. 20.

discovery before conditional certification, does not apply unless it references the exact documents, scenario, or types of documents, sought.

The Court's Order specifically addressed, and deemed inappropriate, exactly what Plaintiffs are trying to obtain here: pre-conditional certification class-wide discovery, with reasoning that could not have been clearer: "[b]ecause the Court has not yet ruled upon the Motion to Conditionally Certify Class ..., **this case only involves the current named parties and the allegations against them. Thus, discovery is also limited to those parties and subject matter.**" (citation omitted). (Ct. Doc. No. 64.) Because communications with other class members are not relevant to Plaintiffs' individual claims, the Court should deny Plaintiffs' Motion in its entirety.

D. Plaintiffs Base their Arguments on Inaccurate Assumptions

Plaintiffs also base their argument regarding the relevance of the information they seek on an (incorrect) assumption that Defendants spoke with distributors regarding whether they wanted (or did not want) to opt-into this lawsuit. Even assuming, *arguendo*, that Plaintiffs are not precluded from obtaining the discovery sought in their Motion for the reasons discussed above, Plaintiffs' Motion must be denied because the communications Plaintiffs seek did not include any discussion regarding whether distributors wished (or did not wish) to opt-into the lawsuit. In addition, absent any evidence that Defendants engaged in any improper, misleading, or coercive communications, these factors simply cannot be used as a basis upon which to establish relevancy for the information sought in Plaintiffs' Motion.

In Defendants' Opposition to Plaintiffs' Motion to Compel, Defendants attached and discussed various affidavits (which Plaintiffs reference in their Motion) from distributors, submitted to the Court for the sole purpose of showing that because distributors' businesses can

and do vary substantially from distributor-to-distributor, and warehouse-to-warehouse, any FLSA overtime inquiry for distributors would be highly individualized and thus inappropriate for collective action treatment. (Ct. Doc. No. 42, pps. 29-33, and Exhibits 6-15 attached thereto.) Specifically, these affidavits discussed various aspects of the affiant distributor's distributorship, including, for example, whether the distributor retained others to assist with the operation of the distributorship, whether the distributor sold his or her territory or any portion of the territory, and the different ways in which distributors determine which order to service his or her customers. (*See id.*). None of these Affidavits contained any discussion regarding whether the affiant distributor did, or did not, wish to opt-in or join this lawsuit. (*See id.*).

In an effort to obtain the evidence submitted in these Affidavits, Defendants retained two attorneys, named John Galese ("Galese") and Jeffrey Ingram ("Ingram"), with a Birmingham law firm entitled Galese & Ingram, P.C., to meet with distributors at Flowers/Opelika. Galese and Ingram went to various warehouses within Flowers/Opelika and met with distributors who wanted to discuss their distributorships and experiences as distributors with them. (*See* Affidavit of Jeffrey L. Ingram, attached as Exhibit "M" ("Ingram Affidavit"), ¶¶ 1-2; Affidavit of John Galese, attached as Exhibit "N" ("Galese Affidavit"), ¶¶ 1-2.) Neither Galese nor Ingram met with, or had any substantive communications with, any of the current Plaintiffs. (*See* Ingram Affidavit, ¶ 3; Galese Affidavit, ¶ 3). Both Galese and Ingram (separately) met with the distributors who agreed to meet with them, without any member of management present. (*See* Ingram Affidavit, ¶ 4; Galese Affidavit, ¶ 4). Before speaking with any distributor, both Ingram and Galese read a "Pre-Interview Warning," which informed distributors why Galese and Ingram were meeting with them, and provided a number of other assurances regarding distributors' legal rights, presented below:

Before we start, you need to understand your legal rights.

1. You are under no obligation to talk to me. This is strictly a voluntary Interview. If you do agree to talk to me, you can stop at any time.
2. If you do agree to talk with me, you will receive no benefit for doing so. . . .
3. By the same token, if you chose not to talk to me, nothing bad is going to happen. . . .

(Ingram Affidavit, ¶ 4 and accompanying Pre-Interview Warning, attached as Exhibit 1 thereto (emphasis added); Galese Affidavit, ¶ 4 and accompanying Pre-Interview Warning, attached as Exhibit 1 thereto (emphasis added)).

Galese and Ingram also specifically informed the distributors that they “were prohibited from talking with [the distributor] if [the distributor] ha[s] joined the lawsuit . . . or if [the distributor] [is] planning to do so or if [the distributor] ha[s] contacted an attorney in any way about bringing a lawsuit against the Company seeking overtime pay.” (See *id.*). Indeed, neither Ingram or Galese asked any distributor with whom they spoke whether he or she was or was not interested in joining this lawsuit or did or did not wish to opt-in to this lawsuit. (See Ingram Affidavit, ¶ 6 (emphasis added); Galese Affidavit, ¶ 6 (emphasis added)).

If the distributor agreed to speak with Galese or Ingram after hearing this warning, he or she was asked to sign an “Acknowledgement of Rights,” whereby the distributor acknowledged (in pertinent part) that he or she was “under no obligation to talk to Mr. Galese and Mr. Ingram,” and could “change [his or her] mind and . . . leave at any time.” (Ingram Affidavit, ¶ 5 and ¶ 1 on accompanying Acknowledgement of Rights, attached as Exhibit 2 thereto; Galese Affidavit, ¶ 5 and ¶ 1 on accompanying Acknowledgement of Rights, attached as Exhibit 2 thereto). Distributors also were asked to acknowledge that they understood they would “receive no benefit” from talking to Galese or Ingram and likewise that nothing bad would happen to them if they refused. *Id.*; Paragraph 2-3 on Exhibit 2.

As the above-referenced established, even assuming, *arguendo*, that the discovery Plaintiffs seek in their Motion was within the proper scope of discovery pursuant to this Court's Protective Order and Plaintiffs' deadline for briefing conditional certification had not expired over seven months ago, Plaintiffs' Motion must be denied because, as the Affidavits discussed above establish, Defendants did not have any communications with distributors regarding whether the distributors wished or did not wish to opt-into the lawsuit.

E. Plaintiffs' Additional Arguments to Establish Relevancy of the Discovery Sought Are Unsubstantiated and Misplaced

Plaintiffs' final argument, that the discovery they seek is relevant because Defendants may not give "false, misleading information . . . or attempt to influence the decision about whether to request **exclusion** from a class" (citing *The Manual for Complex Litigation*, Fourth, (Fed. Judicial Center 2004) at §21.12) (emphasis added), lacks any legal or factual basis whatsoever. Plaintiffs' quote "conveniently" omits the last three words of this sentence, contained within the source quoted. In fact, the quote upon which Plaintiffs rely to establish the relevancy of the discovery sought in their Motion, when provided in its entirety (with the words Plaintiffs omitted italicized for the Court's convenience) pertains exclusively to Rule 23 class actions:

Defendants, in the course of their communications with potential class members "may not give false, misleading, or intimidating information, conceal material information, or attempt to influence the decision about whether the request exclusion from a class *certified under Rule 23(b)(3).*"

(Ct. Doc. No. 96, p. 4, quoting *The Manual for Complex Litigation*, at § 21.12). As this quote establishes, Plaintiffs again are attempting to improperly use authority that exclusively

pertains to a Rule 23 opt-out class in support of their arguments in this Section 216(b) action.¹⁴

Even if Plaintiffs had cited correct legal authority (which they did not), Plaintiffs have failed to provide any evidence to establish that Defendants actually had communications that misled, coerced, or attempted to influence distributors in any manner whatsoever. Defendants, on the other hand, have presented evidence to establish that ample assurances were given to distributors during these discussions to avoid any such improper influence. (*See* Ingram Affidavit, ¶ 4 and Exhibit 1 attached thereto; Galese Affidavit, ¶ 4 and Exhibit 1 attached thereto) (discussing Pre-Interview warnings providing assurances against benefits or reprisals, specifically informing distributors they were only interested in talking with distributors, on a voluntary basis, to gather facts regarding their distributorships)). Absent any factual basis upon which to establish that Defendants' communications were, in fact, misleading or improper in any way, Plaintiffs cannot rely on these factors as a basis for establishing relevancy.

CONCLUSION

For the reasons cited above, because Plaintiffs' Motion requests "class discovery" which is not limited to information pertaining to each Plaintiff's individual FLSA overtime claims, and because Plaintiffs have failed to identify any basis upon which to establish that the discovery sought is relevant to Plaintiffs' individual claims, this Court should deny Plaintiffs' Motion in its entirety.

¹⁴ In Rule 23 class actions, Defendants may be completely prohibited, or more substantially limited, from contacting potential class members because they are considered "parties to the action," unless they opt-out. *See Dondore v. NGK Metals Corp.*, 152 F. Supp.2d 662 (E.D. Pa. 2001). Whereas, in a Section 216(b) action, putative class members are not "parties," and the named plaintiff is not entitled to represent them, unless in pertinent part they affirmatively "opt-in." *See Cameron-Grant*, 347 F.3d at 1249.

Dated this 23rd day of April, 2008.

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CERTIFICATE OF SERVICE

I hereby certify that on this the 23rd day of April, 2008, I electronically filed the foregoing Defendant Flowers Foods, Inc.'s, Flowers Baking Co. of Opelika, LLC's and Flowers Baking Co. of Thomasville, LLC's Response to Plaintiffs' Motion to Compel the Production of Documents and Answers to Interrogatories with the Clerk of the Court using the CM/ECF system which will send notification of such filing to:

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EXHIBIT LOG

Exhibit:	Document Name:	Dated filed/served:
A	Uniform Scheduling Order.	09/13/2007
B	Order Denying Plaintiff's Motion to Extend Time for Deadline to Add Parties.	03/04/2008
C	Plaintiffs' 30(B)(6) Notice of Videotaped Deposition to Defendant Flowers Foods, Inc.	09/05/2007
D	Order Granting Defendants' Request for a Protective Order.	11/27/2007
E	Plaintiffs' Second Request for Interrogatories to Defendants Flowers Baking Co. of Thomasville, LLC, Flowers Foods, Inc., and Flowers Baking Co. of Opelika, LLC.	01/14/2008
F	Plaintiffs' Second Request for Production of Documents to Defendants Flowers Baking Co. of Thomasville, LLC, Flowers Foods, Inc., and Flowers Baking Co. of Opelika, LLC.	01/14/2008
G	Plaintiffs' Interrogatories to Defendant Flowers Foods, Inc.; Plaintiffs' First Request for Production of Documents to Defendant Flowers Foods, Inc. and Flowers Baking Co. of Opelika, LLC; Plaintiffs' First Request for Production of Documents to Defendant Flowers Baking Co. of Thomasville.	09/10/2007
H	Defendant Flowers Foods, Inc.'s Responses to Plaintiffs' Second Request for Production of Documents; Defendant Flowers Baking Co. of Opelika, LLC's Responses to Plaintiff's Second Request for Production of Documents; Defendant Flowers Baking Co. of Thomasville, LLC's Responses to Plaintiffs' Second Request for Production of Documents.	02/13/2008
I	Defendant Flowers Foods, Inc.'s Answers to Plaintiffs' Second Interrogatories; Defendant Flowers Baking Co. of Opelika, LLC's Answers to Plaintiffs' Second Interrogatories; Defendant Flowers Baking Co. of Thomasville, LLC's Answers to Plaintiffs' Second Interrogatories.	02/13/2008
J	Letter from Kevin Hishta to J. Guglielmo.	03/25/2008
K	Letter from Kevin Hishta to J. Guglielmo.	04/02/2008

Exhibit:	Document Name:	Dated filed/served:
L	All documents listed below:	
	Morrow Document Production Chart.	
	Letter from Kevin Hishta producing documents responsive to the document request contained within the 30(B)(6) Deposition Notice.	12/28/2007
	Letter from Kevin Hishta supplementing Defendant Flowers Foods, Inc. and Flowers Baking Co. of Thomasville, LLC's Responses to Plaintiffs' First Request for Production of Documents	01/11/2008
	Letter from Kevin Hishta enclosing 1 compact disk and a list of exhibits describing the documents.	01/24/2008
	Letter from Kevin Hishta enclosing a disk with additional responsive documents to Plaintiffs' Request for Production of Documents.	03/27/2008
M	Affidavit of Jeffrey L. Ingram	04/18/2008
N	Affidavit of John Martin Galese	04/18/2008

EXHIBIT A

IN THE DISTRICT COURT OF THE UNITED STATES FOR THE
MIDDLE DISTRICT OF ALABAMA, EASTERN DIVISION

CHARLES MORROW,)	
individually and on behalf)	
of other similarly)	
situated employees, and)	
MICHAEL OVERTON,)	
individually and on behalf)	
of other similarly)	
situated employees,)	
)	
Plaintiffs,)	
)	
v.	)	CIVIL ACTION NO.
	)	3:07cv617-MHT
)	
FLOWERS FOODS, INC., and)	
FLOWERS BAKING COMPANY OF)	
OPELIKA, L.L.C.,)	
)	
Defendants.)	

UNIFORM SCHEDULING ORDER

Please read this order carefully. These deadlines and responsibilities may not be changed without leave of court. All parties are expected to comply with each and every provision of this order in a timely manner, and extensions will be granted only in extraordinary and unforeseeable circumstances. The parties are also expected to comply with the Middle District's Local Rules and the Middle District's Guidelines to Civil Discovery Practice, both of which can be found at <http://www.almd.uscourts.gov/>.

Under Rule 16, Federal Rules of Civil Procedure, as amended, the court is required to set a schedule for discovery and the filing of motions. Accordingly, it is ORDERED as follows:

SECTION 1. A pretrial conference is scheduled for the 3rd day of September, 2008. This cause is set for trial during the term of court commencing on the 6th day of October, 2008.

SECTION 2. Dispositive motions, i.e., motions to dismiss or motions for summary judgment, shall be filed no later than 90 days prior to the pretrial hearing. A brief and all supporting evidence shall be filed with any such motion. In all briefs filed by any party relating to the motion, the discussion of the evidence in the brief must be accompanied by a specific reference, by page and line, to where the evidence can be found in a supporting deposition or document. Failure to make such specific reference will result in the evidence not being considered by the court.

SECTION 3. No later than 21 days after the dispositive motion deadline, counsel for all parties shall conduct a face-to-face settlement conference at which counsel shall engage in good faith settlement negotiations. If settlement cannot be reached, counsel shall also discuss whether mediation will assist the parties in reaching settlement. Not more than FIVE (5) DAYS after this conference, counsel for the plaintiff shall file a pleading titled "Notice Concerning Settlement Conference and Mediation". This pleading shall indicate whether settlement was reached and, if not, whether the parties believe mediation will assist them in resolving this case short of trial.

SECTION 4. Motions to amend the pleadings and to add parties shall be filed by the plaintiff(s) on or before

January 3, 2008, and by the defendant(s) on or before January 28, 2008.

SECTION 5. Motions for class certification shall be filed on or before September 21, 2007. A brief addressing the factors enumerated in Rule 23(a), (b) and (g) of the Federal Rules of Civil Procedure shall be filed with any such motion.

SECTION 6. The failure to file a response to any motion -- either dispositive or non-dispositive -- within the time allowed by the court shall indicate that there is no opposition to the motion.

SECTION 7. All discovery shall be completed on or before June 20, 2008, except that, as to any witnesses whose names are not revealed until the last day allowed under SECTION 9 or whose names are not revealed with sufficient time for the other parties to take a deposition prior to the pretrial conference, the opposing party shall have the deadline in this paragraph extended to allow for deposing such witnesses.

SECTION 8. The parties shall disclose to each other the identity of ANY person who may be used at trial to present evidence under Rules 701, 702, 703, or 705 of the Federal Rules of Evidence, and provide the reports of retained experts or witnesses whose duties as an employee of the party regularly involved giving expert testimony, required by Rule 26(a)(2) of the Federal Rules of Civil Procedure, as follows:

From the plaintiff(s) on or before March 17, 2008.

From the defendant(s) on or before April 17, 2008.

The parties shall comply fully with all requirements of Rule 26(a)(2) in regard to disclosure of expert testimony.

SECTION 9. FORTY (40) DAYS BEFORE TRIAL, each party shall, pursuant to the provisions of Rule 26(a)(3) of the Federal Rules of Civil Procedure, file a list of the names, addresses, and telephone numbers of all witnesses, except witnesses to be used solely for impeachment purposes, separately identifying those whom the party expects to present and those whom the party may call if the need arises. The witness list should include the names of any witnesses required to be disclosed under Section 8. Unless specifically agreed between the parties or allowed by the court for good cause shown, the parties shall be precluded from calling any witness not so identified.

SECTION 10. FORTY (40) DAYS BEFORE TRIAL, the parties shall, pursuant to the provisions of Rule 26(a)(3) of the Federal Rules of Civil Procedure, file deposition designations that the parties expect to use at trial. Adverse parties shall within one week thereafter file deposition designations expected to be used in response, and a party shall within three days of the designation of such responsive parts file the designation of any part that is desired as a rebuttal thereto. Unless specifically agreed between the parties or allowed by the court for good cause shown, the parties shall be precluded from using any part of a deposition or other document not so listed, with the exception of parts of depositions or documents to be used solely for the purpose of impeachment. Except to the extent written objections are filed 14 days prior to the trial date, each party shall be deemed to have agreed that one of the conditions for admissibility under Rule 32 of the Federal Rules of Civil Procedure is satisfied with respect to any such deposition and that there is no objection to the testimony so designated. Objections shall state with particularity the portions objected to, and the objecting party shall attach a copy of the portions to which the objections apply.

SECTION 11. FORTY (40) DAYS BEFORE TRIAL, the parties shall, pursuant to the provisions of Rule 26(a)(3) of the Federal Rules of Civil Procedure, file exhibit lists and furnish opposing counsel for copying and inspection all exhibits and tangible evidence to be used at the trial. Proffering counsel shall have such evidence marked for identification prior to trial. Unless specifically agreed between the parties or allowed by the court for good cause shown, the parties shall be precluded from offering such evidence not so furnished and identified, with the exception of evidence to be used solely for the purpose of impeachment. Except to the extent written objections are filed, the evidence shall be deemed genuine and admissible in evidence. Objections shall be filed 14 days prior to the trial date, and shall set forth the grounds and legal authorities. The offering party shall file a written response to the objections no later than 7 days prior to trial and shall include a premarked copy of the evidence at issue.

SECTION 12. Except to the extent of any conflict with the deadlines set out herein, the discovery plan contained in the report of parties' planning meeting (Doc. No. 16) is adopted and incorporated herein.

SECTION 13: If a jury trial: The parties shall file any requested voir dire questions, motions in limine fully briefed, and any proposed jury instructions, together with citations of law thereon, on or before 14 days prior to the trial date unless said time is shortened by the court on motion of either party. Trial counsel are directed to review the jury questionnaire used in this court and to avoid any duplication of matters addressed therein in their voir dire questions. The jury questionnaire is available on the court's website at <http://www.almd.uscourts.gov/juryinfo.htm>.

SECTION 14. In cases involving jury trials, the term "trial date" as used in the foregoing deadlines shall mean the date set for jury selection.

SECTION 15. GENERAL PROVISIONS:

(A) All briefs on any matter before the court must be formal in format and filed with the court. The court does not accept "letter briefs" or "letter reports."

(B) A request or motion for extension of a deadline in any court order (i) must be in writing; (ii) must indicate that movant has, in a timely manner, previously contacted counsel for all other parties; and (iii), based on that contact, must state whether counsel for all other parties agree to or oppose the extension request or motion. A request or motion that fails to meet this requirement will be denied outright, unless the movant offers a credible explanation in the request or motion why this requirement has not been met. Absent stated unforeseen and unavoidable circumstances beyond the control of the movant, oral extension requests and motions are not allowed, and "eleventh hour" extension requests and motions will be denied outright.

(C) The proposed order that a party desires the court to enter should be submitted to the court in both (i) an Adobe Acrobat PDF format attachment to the motion and (ii) by transmitting an electronic copy of the proposed order to the court as an attachment to an email message sent to <propord_thompson@almd.uscourts.gov>. For these purposes, the electronic copy should be in WordPerfect or Word format and not in Adobe Acrobat PDF format.

(D) If any party has an objection to these deadlines, the party should inform the court within 14 days from the date of this order; otherwise, the court will assume that the deadlines are agreeable to all parties. Unless this order is modified by subsequent order of the court, the

provisions hereinabove set out are binding on the parties.

DONE, this the 13th day of September, 2007.

/s/ Myron H. Thompson
UNITED STATES DISTRICT JUDGE

EXHIBIT B

IN THE DISTRICT COURT OF THE UNITED STATES FOR THE
MIDDLE DISTRICT OF ALABAMA, EASTERN DIVISION

CHARLES MORROW, et al.,)	
)	
Plaintiffs,)	
)	
v.	)	CIVIL ACTION NO.
	)	3:07cv617-MHT
)	
FLOWERS FOODS, INC.,)	
et al.,)	
)	
Defendants.)	

ORDER

It is ORDERED that plaintiffs' motion to extend time for deadline to add parties (Doc. No. 67) is denied without prejudice. If, after the court resolves the pending class-certification motion the plaintiffs can show good cause for additional time to add parties, the court will reconsider whether such extension is warranted.

DONE, this the 4th day of March, 2008.

/s/ Myron H. Thompson
UNITED STATES DISTRICT JUDGE

EXHIBIT C

IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION

CHARLES MORROW and MICHAEL
OVERTON, individually and on behalf
of similarly situated employees

Plaintiffs,

v.

FLOWERS FOODS, INC, AND FLOWERS
BAKING CO., OF OPELIKA, LLC,

Defendants.

CIVIL ACTION NO:
3:07-CV-617-MHT

PLAINTIFFS' 30(B)(6) NOTICE OF VIDEOTAPED DEPOSITION
TO DEFENDANT FLOWERS FOODS, INC.

Plaintiffs hereby give notice that they will take the deposition of the corporate designee(s) of Flowers Foods, Inc. pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure.

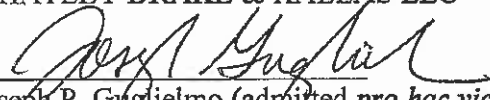
The deposition will be videotaped and recorded by an officer duly qualified to administer oaths and take depositions. Flowers Foods, Inc. is requested to designate one or more officers, directors, managing agents or other persons who consent to testify on its behalf to testify as to the matters set forth in Exhibit A. The depositions will be taken on September 20, 2007 at 9:00 AM at The Law Offices of Greg L. Davis, 6987 Halcyon Park Drive, Montgomery, Alabama 36117 or upon mutually agreement of the parties, at a time and location to be agreed upon by the parties. The deposition will continue thereafter until completed.

The depositions will be taken in accordance with and for all purposes permissible under the Federal Rules of Civil Procedure. All counsel of record are invited to attend and participate.

You are also requested to produce all documents responsive to the Requests for Production as set forth in Exhibit A within in 5 days prior to the deposition.

Respectfully submitted this 5th day of September, 2007.

WHATLEY DRAKE & KALLAS LLC


Joseph P. Guglielmo (admitted *pro hac vice*)
1540 Broadway, 37 Floor
New York, New York 10036
(212) 447-7070 (phone)
(212) 447-7077 (fax)
jguglielmo@wdklaw.com

OF COUNSEL:

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334-832-9080
Greg L. Davis (ASB-8134-I71G)
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Joe R. Whatley, Jr. (ASB-1222-Y69J)
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WOOD LAW FIRM, LLC
2900 1st Avenue South, Suite A
Birmingham, Alabama 35233
205-612-0243
E. Kirk Wood (ASB-2937-W55E)
ekirkwood1@cs.com

Attorneys for Plaintiffs

EXHIBIT A

DEFINITIONS

1. The term "Documents" shall have the meaning as set forth in F.R.C.P. 34(a)
2. The terms "you," "your," and "your company" mean Defendant Flowers Foods, Inc. and Flowers Baking Co. of Opelika, LLC.
3. The term "Person" shall mean natural person or any corporations, firms, joint owners, associations, partnerships, joint ventures, trusts, estates, government entities and all other forms of business.
4. The term "Communication" or "Communications" refers to any exchange of information by any means of transmission, sending or receipt of information of any kind by or through any means including speech, writings, documents, language (machine, foreign or otherwise) of any kind, computer electronics or Electronic Data, sound, radio or video signals, telecommunication, telephone, teletype, facsimile, telegram, microfilm, microfiche, photographic film of all types or other media of any kind. The term "Communication" also includes, without limitation, all inquiries, discussions, conversations, correspondence, negotiations, agreements, understandings, meetings, notices, requests, responses, demands, complaints, or press, publicity or trade releases.
5. The term "Meeting" shall mean the contemporaneous presence of any natural persons, whether or not such presence was by chance or prearranged and whether or not the meeting was formal or informal or occurred in connection with some other activity, including telephonic meetings.
6. The terms "and" and "or" shall be construed conjunctively or disjunctively as necessary to make the request inclusive rather than exclusive.
7. The terms "relate," "relating," "reflecting" or "involving" (or any tense of the terms) mean concerning, describing, discussing, commenting upon, evidencing, impacting, approving, mentioning, pertaining, referring, reflecting, or relating, in any manner, to the matter discussed.
8. The terms "any" shall be construed to include and encompass "all." The term "all" also includes "each" and vice-versa.
9. The use of the singular form or any word includes the plural and vice versa.

I. SUBJECT MATTER TOPICS:

You are requested to designate a representative to testify about the following deposition subject matters:

1. Flowers Foods, Inc.'s involvement in the creation, determination or implementation of the position of route distributor as well as any determination to have route distributors work as independent contractors or route employees.
2. Flowers Foods, Inc.'s involvement in the creation, negotiation or implementation of the independent distributor agreements between any route distributor and any of Flowers Foods, Inc.'s subsidiaries.
3. Flowers Foods, Inc.'s analysis, review or consideration of any subsidiary's employment for the position of route distributor.
4. Flowers Foods, Inc.'s analysis, review or consideration of any subsidiary's use of independent contractors for the position of route distributor.
5. Flowers Foods, Inc.'s involvement in selling products to national markets, including the sale of products that are manufactured by Flowers Baking Co. of Opelika, LLC to national markets.
6. Flowers Foods, Inc.'s involvement in the determination of sales by route distributors to national markets.
7. Responsibility of loss of any products by Flowers Foods, Inc.
8. Flowers Foods, Inc.'s involvement in the hiring, firing, payment and receipt of monies from purchasers of Flowers' products.

9. Flowers Foods, Inc.'s involvement in the creation, negotiation or implementation of the operating agreement or operating manual that is used for the position of route distributor.
10. Flowers Foods, Inc.'s involvement in the creation, negotiation or implementation of independent distributor agreements.

II. REQUESTS FOR PRODUCTION OF DOCUMENTS

You are requested to produce documents responsive to the requests below no later than 5 days prior to the deposition:

1. All documents concerning Flowers Foods Inc.'s oversight of its subsidiaries concerning the creation, determination or implementation of the position of route distributor.
2. All documents concerning Flowers Foods Inc.'s involvement in the determination to have route distributors work as independent contractors or route employees of any subsidiary.
3. All documents concerning Flowers Foods, Inc.'s policies, procedures of guidelines for independent distributor agreements between any route distributor and any of Flowers Foods, Inc.'s subsidiaries.
4. Copies of form agreements between any of Flowers Foods, Inc.'s subsidiaries and its route distributors.
5. Documents concerning the policies, procedures and guidelines for the position of route distributor.
6. Documents concerning Flowers Foods, Inc.'s involvement in Flowers Baking Co. of Opelika, LLC's sale of products to national markets.

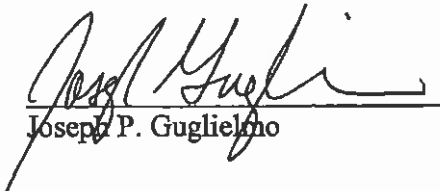
7. Documents describing the responsibility of loss by Flowers Foods, Inc. for any products sold through route distributors.
8. Documents concerning Flowers Foods, Inc.'s involvement in the hiring, firing, payment and receipt of monies from purchasers of Flowers' products.
9. Documents concerning Flowers Foods, Inc.'s involvement in the creation, negotiation or implementation of the operating agreement and operating manual that is used for the position of route distributor.
10. Copies of form operating agreements and operating manuals that are used for the position of route distributor.
11. Documents concerning Flowers Foods, Inc.'s involvement in the creation, negotiation or implementation of independent distributor agreements.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 5th day of September, 2007, a true and correct copy of the foregoing Plaintiffs' 30(b)(6) Notice of Deposition to Flowers Foods, Inc. was served via email and Federal Express and email upon Counsel for Defendants:

Sandra B. Reiss
Ogletree, Deakins, Nash, Smoack, & Stewarts, P.C.
One Federal Place, Suite 1000
1819 Fifth Avenue North
Birmingham, Alabama 35203-2118
205-328-1900
Sandra.Reiss@odnss.com

Kevin P. Hishta
Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
600 Peachtree Street, NE
Suite 2100
Atlanta, Georgia 30308
404-881-1300
Kevin.Hishta@ogletreedeakins.com



Joseph P. Guglielmo

EXHIBIT D

IN THE DISTRICT COURT OF THE UNITED STATES
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION

CHARLES MORROW, <i>et al.</i> ,)	
)	
Plaintiffs,)	
)	
v.	)	CIVIL ACTION NO. 3:07-cv-617-MHT
)	
FLOWERS FOODS, INC., <i>et al.</i> ,)	
)	
Defendants.)	
)	

ORDER

Pending before the Court is *Defendant Flowers Foods Inc.'s Motion for Protective Order Limiting the Scope of Plaintiffs' Proposed 30(b)(6) Deposition*, *Defendant Flowers Foods, Inc.'s Brief in Support of its Motion for Protective Order limited the Scope of Plaintiffs' Proposed 30(b)(6) Deposition* (Docs. 47-48, filed October 31, 2007), *Plaintiffs' Memorandum of Law in Opposition to Defendants' Motion for Protective Order* (Doc. 57, filed November 13, 2007), and *Defendant Flowers Food Inc.'s Reply Brief in Support of its Motion for Protective Order Limiting the Scope of Plaintiffs' Proposed 30(b)(6) Deposition* (Doc. 63, filed November 21, 2007). Because the Court has not yet ruled upon the *Motion to Conditionally Certify Class and Facilitate Class Notice* (Doc. 32, filed September 21, 2007), this case only involves the current named parties and the allegations against them. Thus, discovery is also limited to those parties and subject matter. The policies and practices of the other subsidiaries is not yet relevant and thus, no discovery relating to these entities

is appropriate. Therefore, for good cause, it is

ORDERED Defendants' request for a protective order (Doc. 47) is **GRANTED**. At present, Plaintiffs' inquiries are limited to those outlined in Defendants' Reply Brief (Doc. 63). The scope of the discovery requests may be revisited after the Court has ruled on the Motion to Certify Class.

DONE this 27th day of November, 2007.

/s/Terry F. Moorer
TERRY F. MOORER
UNITED STATES MAGISTRATE JUDGE

EXHIBIT E

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA**

CHARLES MORROW, MICHAEL)	
OVERTON, JAMES MARTY SMITH,)	
DWAYNE CLEVELAND, MICHAEL SMITH,)	
MARK MURPHY, DOUG BRANCH, LEW)	
BAXTER, RICKY SMALL, MELVIN SNOW,)	
GREG PATISAUL and GARY CHAMBLISS,)	
Individually and on behalf of similarly)	
situated employees,)	
)	
Plaintiffs,	)	CIVIL ACTION NO.:
	)	3:07-CV-617-MHT
v.)	
)	
FLOWERS FOODS, INC., FLOWERS)	
BAKING CO., OF OPELIKA, LLC, and)	
FLOWERS BAKING CO. OF)	
THOMASVILLE, LLC,)	
)	
Defendants.)	

**PLAINTIFFS' SECOND REQUEST FOR INTERROGATORIES TO
DEFENDANTS
FLOWERS BAKING CO. OF THOMASVILLE, LLC, FLOWERS FOODS, INC.,
AND FLOWERS BAKING CO. OF OPELIKA, LLC.**

Pursuant to Rules 26 and 33 of the Federal Rules of Civil Procedure, Plaintiffs hereby request that the Defendant Flowers Baking Co. of Thomasville, LLC, answer the following requests for production, in writing and under oath, within thirty (30) days from the date of service thereof.

INSTRUCTIONS

1. Plaintiffs offer to meet and confer with Defendant as soon as possible regarding the most efficient method to produce the requested documents. Plaintiffs' contact counsel regarding the logistics of production is Joseph P. Guglielmo.

2. These Requests for Production of Documents are continuing and if, at any time after Defendant has produced the requested documents or otherwise responded hereto, further documents or other evidence identified and requested in these Requests come into its possession and control, then Defendant is requested to respond by producing said documents at the aforesaid location within ten (10) days of acquiring same.

3. If any document or tangible thing requested was at any time, but is not now, in your possession or custody or subject to your control, please state what disposition was made of such document or tangible thing and when such disposition occurred. If you decline to produce any document requested hereinafter on the basis of any privilege known in the law, then, at the time of production designated herein, as to each such document please provide the following written information pertaining to such document:

- a. Its date, or if not dated, the date it was prepared or received;
- b. The type of document (e.g. letter, memorandum, telegram, chart, photograph, reproduction);
- c. The author and the addressee, including the names of all persons receiving a copy;
- d. Its present location;
- e. The identity of the individual or person presently custodian or custodians thereof;
- f. The number of pages thereof;
- g. The identify of each person who received a copy of such document and the relationship of such person to you;
- h. Whether such document contains or relates to facts or opinions or both; and

- i. The nature of privilege or other grounds for refusing production (e.g. work product) of such document and the circumstances relied upon to support that claim.

4. Should Defendant claim as privileged any document requested by any of the following requests, Defendant shall list each such document in such a manner to allow for its identification in the event of a motion to compel and, additionally, Defendant shall indicate the grounds on which it is asserting the claim of privilege, the date, author and title of each document, the portion of the document to which the claim of privilege extends and the identity of all persons, corporations or other entities to whom the document has been shown, in order that the Court can determine whether such document is, in fact, privileged.

5. Documents shall be produced with a copy of any original file folders and as they are kept in the usual course of business.

6. Plaintiffs request that electronic data be produced in its native file format with the specific native format identified for each specific electronic collection produced along with relevant metadata that is maintained and can be used to identify the author, recipient, forward(s), cc(s), bcc(s), subject matter, location of such files, and custodian of such files. Please include all attachments with such electronic data.

7. Plaintiffs hereby request that all Documents maintained in paper form be produced to plaintiffs on compact discs or digital versatile discs or "DVDs" in Group IV .tif format with a resolution of 300 dpi with the associated optical character recognition ("OCR") file for each document. Paper Documents are to be produced in the manner in which they are maintained and should include all relevant metadata and information to

identify, the location of such files, and the request or requests such documents are produced in response.

DEFINITIONS

1. The term "Document" is used in its broadest sense under Federal Rule of Civil Procedure 34 and shall mean the original (or, if the original is not available, the best copy available) of any and all information in tangible or other form and shall include, without limiting the generality of the foregoing, paper and electronically stored information including: all letters, correspondence, contracts, agreements, memoranda, mechanical and electronic recordings, calendar and diary entries, notes or memoranda of conversations, telephonic or otherwise, and of meetings or conferences, studies, reports, recommendations, quotations, offers, inquiries, bulletins, summaries, newsletters, compilations, specification, maps, charts, blueprints, diagrams, graphs, photographs, pictures, film, videotapes, microfilm, propositions, articles, announcements, newspaper clippings, books, books of account, ledgers, vouchers, canceled checks, invoices, bills, receipts, opinions, certifications, and writings of any kind, and all other tangible things upon which any handwriting, typing, printing, drawings, representation, photostatic or other copy, or other graphic matter, magnetic or electrical impulses, or other form of communication is recorded or produced, including audio and video recordings and computer-stored information whether or not in printout form, and all rough drafts and revised drafts (including all handwritten notes or their marks on same), and all other multiples copies of a document exist, each copy which is in any way not completely identical to a copy which is being produced or identified as a privileged document shall

also be produced and so identified. Also to be identified or produced are all documents clipped, stapled, or otherwise attached to, all described or requests documents.

2. "All" includes the word "any," and "any" includes the word "all." "Each" includes the word "every," and "every" includes the word "each."

3. The term "Defendant," "you," "your," or any synonym thereof, are intended to and shall embrace and include the Defendants, Flowers Baking Co. of Thomasville, LLC, Flowers Foods, Inc., and Flowers Baking Co. of Opelika, LLC and, in addition, all agents, servants, employees, representatives, private investigators, all in-house and outside attorneys or any person who at your direction performs activities for or by any Defendant

4. The term "communication" shall mean every manner or means of disclosure, transfer, or exchange of information whether oral, face-to-face, by telephone, mail, personal delivery, documents, or otherwise between two or more persons or entities.

5. The terms "related to" or "relating to" shall mean: pertaining to, concerning, respecting, referring to, summarizing, digesting, embodying, reflecting, establishing, tending to establish, derogating from, tending not to establish, evidencing, comprising, connected with, commenting on, responding to, disagreeing with, showing, describing, analyzing, representing, constitution, or including.

6. The terms "person" or "persons" mean all natural persons ("individual" or "individuals") and entities including without limitation: corporations, companies, partnerships, limited partnerships, joint ventures, trusts, estates, associations, public agencies, departments, bureaus, or boards.

7. The term “and” as well as “or” shall be construed either conjunctively or disjunctively as necessary to bring within the scope of these Requests for Production any information which might otherwise be construed to be outside their scope.

8. The term “Plaintiff” refers to and shall be construed to mean Charles Morrow, Michael Overton, James Marty Smith, Michael Smith, Dwayne Cleveland, Mark Murphy, Douglas Branch, Melvin Snow, Lew Baxter, Ricky Small, Greg Patisaul, and Gary Chambliss and any other Plaintiffs that join the Complaint filed in this matter, unless so stated in the request.

9. The term “Defendants” shall refer to and be construed to mean Flowers Foods, Inc., Flowers Baking Co. of Opelika, LLC, and Flowers Baking Co. of Thomasville, LLC.

INTERROGATORIES

1. Please describe each and every communication you had with any current or former route distributor. Your response must include the time, location, participants, materials presented or exchanged, and a summary of the discussion(s).

DATED: January 14, 2008

/s/ Amy A. Weaver
Amy A. Weaver, ASB-6878-Y82A

OF COUNSEL:

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WOOD LAW FIRM, LLC
2900 1st Avenue South, Suite A
Birmingham, Alabama 35233
205-612-0243
E. Kirk Wood (ASB-2937-W55E)
ekirkwood1@cs.com

CERTIFICATE OF SERVICE

I hereby certify that on this the 14th day of January, I caused to be served the foregoing Plaintiffs' Second Request for Interrogatories to Defendants via email and U.S. Mail to:

Sandra B. Reiss
Christopher W. Deering
Ogletree, Deakins, Nash, Smoak, & Stewart, P.C.
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/s/ Amy A Weaver
Amy A Weaver, ASB-6878-Y82A

EXHIBIT F

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA**

**CHARLES MORROW, MICHAEL
OVERTON, JAMES MARTY SMITH,
DWAYNE CLEVELAND, MICHAEL SMITH,
MARK MURPHY, DOUG BRANCH, LEW
BAXTER, RICKY SMALL, MELVIN SNOW,
GREG PATISAUL and GARY CHAMBLISS,
Individually and on behalf of similarly
situated employees,**

Plaintiffs,

V.

**FLOWERS FOODS, INC., FLOWERS
BAKING CO., OF OPELIKA, LLC, and
FLOWERS BAKING CO. OF
THOMASVILLE, LLC,**

Defendants.

3) CIVIL ACTION NO.:
3) 3:07-CV-617-MHT

**PLAINTIFFS' SECOND REQUEST FOR PRODUCTION OF
DOCUMENTS TO DEFENDANTS
FLOWERS BAKING CO. OF THOMASVILLE, LLC, FLOWERS FOODS, INC.,
AND FLOWERS BAKING CO. OF OPELIKA, LLC.**

Pursuant to Rules 26 and 33 of the Federal Rules of Civil Procedure, Plaintiffs hereby request that the Defendant Flowers Baking Co. of Thomasville, LLC, answer the following requests for production, in writing and under oath, within thirty (30) days from the date of service thereof.

INSTRUCTIONS

1. Plaintiffs offer to meet and confer with Defendant as soon as possible regarding the most efficient method to produce the requested documents. Plaintiffs' contact counsel regarding the logistics of production is Joseph P. Guglielmo.

2. These Requests for Production of Documents are continuing and if, at any time after Defendant has produced the requested documents or otherwise responded hereto, further documents or other evidence identified and requested in these Requests come into its possession and control, then Defendant is requested to respond by producing said documents at the aforesaid location within ten (10) days of acquiring same.

3. If any document or tangible thing requested was at any time, but is not now, in your possession or custody or subject to your control, please state what disposition was made of such document or tangible thing and when such disposition occurred. If you decline to produce any document requested hereinafter on the basis of any privilege known in the law, then, at the time of production designated herein, as to each such document please provide the following written information pertaining to such document:

- a. Its date, or if not dated, the date it was prepared or received;
- b. The type of document (e.g. letter, memorandum, telegram, chart, photograph, reproduction);
- c. The author and the addressee, including the names of all persons receiving a copy;
- d. Its present location;
- e. The identity of the individual or person presently custodian or custodians thereof;
- f. The number of pages thereof;
- g. The identify of each person who received a copy of such document and the relationship of such person to you;
- h. Whether such document contains or relates to facts or opinions or both; and

- i. The nature of privilege or other grounds for refusing production (e.g. work product) of such document and the circumstances relied upon to support that claim.

4. Should Defendant claim as privileged any document requested by any of the following requests, Defendant shall list each such document in such a manner to allow for its identification in the event of a motion to compel and, additionally, Defendant shall indicate the grounds on which it is asserting the claim of privilege, the date, author and title of each document, the portion of the document to which the claim of privilege extends and the identity of all persons, corporations or other entities to whom the document has been shown, in order that the Court can determine whether such document is, in fact, privileged.

5. Documents shall be produced with a copy of any original file folders and as they are kept in the usual course of business.

6. Plaintiffs request that electronic data be produced in its native file format with the specific native format identified for each specific electronic collection produced along with relevant metadata that is maintained and can be used to identify the author, recipient, forward(s), cc(s), bcc(s), subject matter, location of such files, and custodian of such files. Please include all attachments with such electronic data.

7. Plaintiffs hereby request that all Documents maintained in paper form be produced to plaintiffs on compact discs or digital versatile discs or "DVDs" in Group IV .tif format with a resolution of 300 dpi with the associated optical character recognition ("OCR") file for each document. Paper Documents are to be produced in the manner in which they are maintained and should include all relevant metadata and information to

identify, the location of such files, and the request or requests such documents are produced in response.

DEFINITIONS

1. The term "Document" is used in its broadest sense under Federal Rule of Civil Procedure 34 and shall mean the original (or, if the original is not available, the best copy available) of any and all information in tangible or other form and shall include, without limiting the generality of the foregoing, paper and electronically stored information including: all letters, correspondence, contracts, agreements, memoranda, mechanical and electronic recordings, calendar and diary entries, notes or memoranda of conversations, telephonic or otherwise, and of meetings or conferences, studies, reports, recommendations, quotations, offers, inquiries, bulletins, summaries, newsletters, compilations, specification, maps, charts, blueprints, diagrams, graphs, photographs, pictures, film, videotapes, microfilm, propositions, articles, announcements, newspaper clippings, books, books of account, ledgers, vouchers, canceled checks, invoices, bills, receipts, opinions, certifications, and writings of any kind, and all other tangible things upon which any handwriting, typing, printing, drawings, representation, photostatic or other copy, or other graphic matter, magnetic or electrical impulses, or other form of communication is recorded or produced, including audio and video recordings and computer-stored information whether or not in printout form, and all rough drafts and revised drafts (including all handwritten notes or their marks on same), and all other multiples copies of a document exist, each copy which is in any way not completely identical to a copy which is being produced or identified as a privileged document shall

also be produced and so identified. Also to be identified or produced are all documents clipped, stapled, or otherwise attached to, all described or requests documents.

2. "All" includes the word "any," and "any" includes the word "all." "Each" includes the word "every," and "every" includes the word "each."

3. The term "Defendant," "you," "your," or any synonym thereof, are intended to and shall embrace and include the Defendants, Flowers Baking Co. of Thomasville, LLC, Flowers Foods, Inc., and Flowers Baking Co. of Opelika, LLC and, in addition, all agents, servants, employees, representatives, private investigators, all in-house and outside attorneys or any person who at your direction performs activities for or by any Defendant

4. The term "communication" shall mean every manner or means of disclosure, transfer, or exchange of information whether oral, face-to-face, by telephone, mail, personal delivery, documents, or otherwise between two or more persons or entities.

5. The terms "related to" or "relating to" shall mean: pertaining to, concerning, respecting, referring to, summarizing, digesting, embodying, reflecting, establishing, tending to establish, derogating from, tending not to establish, evidencing, comprising, connected with, commenting on, responding to, disagreeing with, showing, describing, analyzing, representing, constitution, or including.

6. The terms "person" or "persons" mean all natural persons ("individual" or "individuals") and entities including without limitation: corporations, companies, partnerships, limited partnerships, joint ventures, trusts, estates, associations, public agencies, departments, bureaus, or boards.

7. The term “and” as well as “or” shall be construed either conjunctively or disjunctively as necessary to bring within the scope of these Requests for Production any information which might otherwise be construed to be outside their scope.

8. The term “Plaintiff” refers to and shall be construed to mean Charles Morrow, Michael Overton, James Marty Smith, Michael Smith, Dwayne Cleveland, Mark Murphy, Douglas Branch, Melvin Snow, Lew Baxter, Ricky Small, Greg Patisaul, and Gary Chambliss and any other Plaintiffs that join the Complaint filed in this matter, unless so stated in the request.

9. The term “Defendants” shall refer to and be construed to mean Flowers Foods, Inc., Flowers Baking Co. of Opelika, LLC, and Flowers Baking Co. of Thomasville, LLC.

REQUESTS FOR PRODUCTION

1. All documents concerning, evidencing, reflecting or describing any communications between you and any present or former route distributors, including any of the Plaintiffs, concerning any of the allegations, facts, or circumstances described in the Complaint.

DATED: January 14, 2008

/s/ Amy A. Weaver
Amy A. Weaver, ASB-6878-Y82A

OF COUNSEL:

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E. Kirk Wood (ASB-2937-W55E)
ekirkwood1@cs.com

CERTIFICATE OF SERVICE

I hereby certify that on this the 14th day of January, I caused to be served the foregoing Plaintiffs' Second Request for Production of Documents to Defendants via email and U.S. Mail to:

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Christopher W. Deering
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Kevin.Hishta@ogletreedeakins.com
David.Grigereit@ogletreedeakins.com

/s/Amy A Weaver
Amy A Weaver, ASB-6878-Y82A

EXHIBIT G

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA, EASTERN DIVISION**

CHARLES MORROW, individually and on behalf of other similarly situated employees, and MICHAEL OVERTON, individually and on behalf of other similarly situated employees,

Plaintiffs,

v.

FLOWERS FOODS, INC., and FLOWERS BAKING COMPANY OF OPELIKA, L.L.C.,

Defendants.

CIVIL ACTION NO.3:07CV617-MHT

PLAINTIFFS' INTERROGATORIES TO DEFENDANT FLOWERS FOODS, INC.

1. Please state whether all Flowers Distributors are required to lease handheld computers to operate their routes?
2. Please state the name, address, phone number, current position with Flowers or any of its subsidiaries of all Flowers employees who are responsible for negotiating sales contracts for "national retail accounts".
3. Please provide a complete listing of all software used by Flowers to track sales, product returns and profitability by selling location.
4. Please provide a complete listing of any and all computer programs contained on any of Flowers Foods, Inc., computers that contain information which was downloaded, uploaded, imported, exported or transferred from distributors's handheld computers.
5. Please provide the approximately percentage of Flowers Foods fresh baked products distributed through direct store delivery (DSD) by distributors such as plaintiffs and the percentages of Flowers Foods fresh baked products distributed through other means. Please include a description of each alternative means of distribution.
6. Please state whether distributors are allowed to distribute any product other than Flowers own brands or regional franchised brands.

7. Please state the name and job title of each and every person who drafted any or all portions of distributor agreement entered into between plaintiffs in this lawsuit.
8. Please state when and who made the decision to eliminate employee positions as route distributors and create independent route distributor positions.
9. Please identify which Flowers Foods, Inc., subsidiaries distribute Flowers products through independent route distributors.
10. Please identify which Flowers Foods, Inc., subsidiaries have distributors that utilize handheld computers.
11. Please identify each and every Flowers Foods, Inc., subsidiary that allows Distributors to deliver other products, including products which compete with Flowers' products.
12. Please identify each and every Flowers Foods, Inc., subsidiary that distributes products to Flowers "national accounts."
13. Please identify each and every Flowers Foods, Inc., subsidiary that distributes Flowers product to pay by scan accounts.
14. Please state the name of each and every person employed by Flowers Foods, Inc., or any of its subsidiaries that is responsible for negotiating pay by scan accounts.
15. Please state whether Distributors are allowed to set prices for product delivered to national accounts and if Flowers Foods, Inc. is involved in any way in the setting of such prices.
16. Please state whether Distributors are allowed to set prices for product delivered to any account.
17. Please state each and every Flowers Foods, Inc., subsidiary that allows its distributors to set prices for product delivered to national accounts. If there are any such subsidiaries that allow distributors to set prices for product delivered to national accounts, please describe in detail.
18. Please state each and every Flowers Foods, Inc., subsidiary that allows its distributors to set prices for product delivered to any account. If there are any such subsidiaries that allow distributors to set prices please explain in detail.
19. Please state each and every Flowers Foods, Inc., subsidiary that operates bakery thrift stores within the geographic territory serviced by the subsidiary.
20. Please state whether Flowers Foods, Inc., subsidiaries operate company run

distributor routes. If so, approximately how many such routes exist within each Flowers Foods, Inc., subsidiary.

Submitted this the 5th, day of September, 2007.

/s/ GREG L. DAVIS

Greg L. Davis (asb-8134-i71g)

One of the Attorneys for the Plaintiff

OF COUNSEL:

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E. Kirk Wood
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/s/ Greg L. Davis

OF COUNSEL

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing has been served upon all parties of record, as listed below, by placing same in the United States Mail, postage prepaid and properly addressed on this the 5th, day of September, 2007.

Sandra B. Reiss
OLGLETREE, DEAKINS, NASH,
SMOAK & STEWART, P.C.
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Kevin P. Hishta
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SMOAK & STEWART, P.C.
600 Peachtree Street, NE
Suite 2100
Atlanta, GA 30308

/s/ Greg L. Davis
OF COUNSEL

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION**

**CHARLES MORROW and MICHAEL
OVERTON, Individually and on behalf
of similarly situated employees,**

Plaintiffs,

V.

**FLOWERS FOODS, INC., FLOWERS
BAKING CO., OF OPELIKA, LLC,**

Defendants.

**CIVIL ACTION NO:
3:07-CV-617-MHT**

**PLAINTIFFS' FIRST REQUEST FOR PRODUCTION OF
DOCUMENTS TO DEFENDANTS FLOWERS FOODS, INC.
AND FLOWERS BAKING CO. OF OPELIKA, LLC**

Pursuant to Rules 26 and 33 of the Federal Rules of Civil Procedure, Plaintiffs hereby request that the Defendants answer the following requests for production, separately and completely, in writing and under oath, within thirty (30) days from the date of service thereof.

INSTRUCTIONS

1. Plaintiffs offer to meet and confer with Defendants as soon as possible regarding the most efficient method to produce the requested documents. Plaintiffs' contact counsel regarding the logistics of production is Joseph P. Guglielmo.

2. These Requests for Production of Documents are continuing and if, at any time after Defendants have produced the requested documents or otherwise responded hereto, further documents or other evidence identified and requested in these Requests come into their possession and control, then Defendants are requested to respond by

producing said documents at the aforesaid location within ten (10) days of acquiring same.

3. If any document or tangible thing requested was at any time, but is not now, in your possession or custody or subject to your control, please state what disposition was made of such document or tangible thing and when such disposition occurred. If you decline to produce any document requested hereinafter on the basis of any privilege known in the law, then, at the time of production designated herein, as to each such document please provide the following written information pertaining to such document:

- a. Its date or if not dated, the date it was prepared or received;
- b. The type of document (e.g. letter, memorandum, telegram, chart, photograph, reproduction);
- c. The author and the addressee, including the names of all persons receiving a copy;
- d. Its present location;
- e. The identity of the individual or person presently custodian or custodians thereof;
- f. The number of pages thereof;
- g. The identity of each person who received a copy of such document and the relationship of such person to you;
- h. Whether such document contains or relates to facts or opinions or both; and
- i. The nature of privilege or other grounds for refusing production (e.g. work product) of such document and the circumstances relied upon to support that claim.

4. Should Defendants claim as privileged any document requested by any of the following requests, Defendants shall list each such document in such a manner to allow for its identification in the event of a motion to compel and, additionally,

Defendants shall indicate the grounds on which it is asserting the claim of privilege, the date, author and title of each document, the portion of the document to which the claim of privilege extends and the identity of all persons, corporations or other entities to whom the document has been shown, in order that the Court can determine whether such document is, in fact, privileged.

5. Documents shall be produced with a copy of any original file folders and as they are kept in the usual course of business.

6. Plaintiffs request that electronic data document be produced in its native file format with the specific native format identified for each specific electronic collection produced along with relevant metadata that is maintained and that can be used to identify the author, recipient, forward(s), cc(s), bcc(s), subject matter, location of such files, custodian of such files. Please include all attachments with such electronic data.

7. Plaintiffs hereby request that all Documents maintained in paper form be produced to plaintiffs on compact discs or digital versatile discs or "DVDs" in Group IV tiff. format with a resolution of 300 dpi with the associated optical character recognition ("OCR") file for each document. Paper Documents are to be produced in the manner in which they are maintained and should include all relevant metadata and information to identify, the location of such files, custodian of such files, and the request or requests such documents are be produced in response.

DEFINITIONS

1. The term "Document" is used in their broadest sense under Federal Rule of Civil Procedure 34 and shall mean the original (or, if the original is not available, the best copy available) of any and all information in tangible or other form and shall include, without limiting the generality of the foregoing, paper and electronically stored

information including: all letters, correspondence, contracts, agreements, memoranda, mechanical and electronic recordings, calendar and diary entries, notes or memoranda of conversations, telephonic or otherwise, and of meetings or conferences, studies, reports, recommendations, quotations, offers, inquiries, bulletins, summaries, newsletters, compilations, specifications, maps, charts, blueprints, diagrams, graphs, photographs, pictures, film, videotapes, microfilm, propositions, articles, announcements, newspaper clippings, books, books of account, ledgers, vouchers, canceled checks, invoices, bills, receipts, opinions, certificates, and writings of any kind, and all other tangible things upon which any handwriting, typing, printing, drawings, representation, photostatic or other copy, or other graphic matter, magnetic or electrical impulses, or other form of communication is recorded or produced, including audio and video recordings and computer-stored information whether or not in printout form, and all rough drafts and revised drafts (including all handwritten notes or their marks on same), and all other drafts and copies of documents herein before defined by whatever means made. If multiple copies of a document exist, each copy which is in any way not completely identical to a copy which is being identified produced or identified as a privileged document shall also be produced and so identified. Also to be identified or produced are all documents clipped, stapled, or otherwise attached to all described or requested documents.

2. "All" includes the word "any," and "any" includes the word "all." "Each" includes the word "every," and "every" includes the word "each."

3. The terms "defendants," "you," "Your" or any synonym thereof, are intended to and shall embrace and include the defendants, Flowers Food, Inc., and

Flowers Baking Co. of Opelika, LLC. In addition, all agents, servants, employees, representatives, private investigators, attorneys and others who are in possession of or may have obtained information for or on behalf of defendants, individually and collectively.

4. The term "Communication" shall mean every manner or means of disclosure, transfer, or exchange of information whether oral, face-to-face, by telephone, mail, personal delivery, documents, or otherwise between two or more persons or entities.

5. The terms "related to" or "relating to" shall mean: pertaining to, concerning, respecting, referring to, summarizing, digesting, embodying, reflecting, establishing, tending to establish, derogating from, tending not to establish, evidencing, comprising, connected with, commenting on, responding to, disagreeing with, showing, describing, analyzing, representing, constitution, or including.

6. The terms "person" or "persons" mean all natural persons ("individual" or "individuals") and entities including without limitation: corporations, companies, partnerships, limited partnerships, joint ventures, trusts, estates, associations, public agencies, departments, bureaus, or boards.

7. The terms "and" as well as "or" shall be construed either conjunctively or disjunctively as necessary to bring within the scope of these Request for Production any information which might otherwise be construed to be outside their scope.

8. The term "Plaintiff" refers to and shall be construed to mean Charles Morrow and Michael Overton and any other Plaintiffs that join the Complaint filed in this matter, unless so stated in the request.

9. The term “Defendants” shall refer to and shall be construed to mean Flowers Foods, Inc., and Flowers Baking Co. of Opelika, LLC.

REQUESTS FOR PRODUCTION

1. For each plaintiff, please produce a copy of all payroll records and/or all other documents relating to the number of hours worked during each workweek and the amount of pay for each pay period since from the date of hire to the present.

2. A copy of each weekly sales report for Plaintiffs for the period of time which they worked as route distributors.

3. All documents relating or regarding the position of route distributor including any documents produced to plaintiffs.

4. All documents relating to and/or concerning territory or route assignments for route distributors.

5. A copy of every document, handbook, and/or manual that set forth work rules, policies and/or procedures that govern and/or relate to plaintiffs’ employment with the Defendants. Please include any amendments, supplements and/or additions adopted and/or implemented.

6. Please provide a complete copy of the “PBS Protocol Agreement” (PBS Outlet).

7. All documents concerning, describing, regarding and/or relating to the types of Defendants’ products delivered by route distributors.

8. All documents concerning, describing, regarding and/or relating to the types of Defendants’ products delivered by employees.

9. All documents relating to the job/position descriptions for each job/and or position held by any of the named plaintiffs. Please include any information on plaintiffs when they were employees of Defendants or in any position prior to route distributor.

10. All documents related to the decision to make route distributors independent contractors. Please include any information that was used to support or justify the decision to make route distributors independent contractors.

11. All documents concerning, regarding, describing and/or relating to the decision to employ delivery persons for fresh bakery products.

12. A copy of all contracts between Defendants Flowers Foods, Inc. and Flowers Baking Co. of Opelika, LLC and/or any other Flowers Foods, Inc. subsidiary, which in any manner relates to the job duties performed by the named plaintiffs.

13. All documents relating to the routes and/or territory to which plaintiffs were assigned during their period of employment with the Defendant. This request includes, but is not limited to, territory boundaries, route sheets, run logs, route logs, GPS tracking data, truck assignment records, maintenance records, printouts from the handheld computers, and descriptions of any accounts within the territory and/or route.

14. All documents relating, concerning, describing and/or regarding the use of hand-held computers by route distributors, including the operation, all owners manuals, instruction manuals, training materials of any kind used for any and all hand-held computers used by distributors.

15. All documents relating, containing, reflecting and/or memorializing communications from Defendants to route distributors regarding Defendant's policies,

practices, or procedures for paying overtime premium(s) for hours worked over forty (40) in a workweek from January 1, 2004 to the present.

16. All documents concerning the creation and negotiation of contracts with route distributors.

17. Copies of all operating manuals and/or operating agreements that are applicable to route distributors.

18. All documents distributed to new route distributors from January 1, 2004 to the present.

19. All documents that Defendants use or have used to train drivers and/or route distributors from January 1, 2004 to the present.

20. All complaints (judicial, administrative and/or internal (i.e. from employees)) filed against and/or with the Defendants since January 1, 2004 to the present that allege violations of the Fair Labor Standards Act.

21. All documents that the Defendants rely on for the contention that Plaintiffs are exempt from the overtime provisions of the Fair Labor Standards Act.

22. All documents that evidence, discuss and/or describe the Defendant's warehouse locations and thrift store locations for any facilities located in the state of Alabama.

23. All documents that relating, evidencing or describing the policies and procedures on opening new accounts within an existing route distributor's territory.

24. All documents relating, concerning, and/or describing to defendants' rights to negotiate the prices of fresh products with suppliers.

25. All documents relating to Defendants' collection of payments from supermarkets, sandwich shops or other stores for the delivery of products by route distributors.

26. All documents which evidence, memorialize, discuss and/or describe defendants' negotiation with Wal-Mart for the sale of Flowers' products.

27. All documents that evidence, memorialize, discuss and/or describe the policies and procedures on determining and assigning territories to a route distributor.

28. All documents that describe or identify where products are produced throughout the Flowers' Foods facilities and where it is shipped to with respect to the route distributors.

29. All documents concerning, regarding, describing and/or relating to the risk of loss between route distributors and the Defendants in the event of shrinkage and/or loss of product.

30. All documents that contain, reflect, describe and/or otherwise set forth and/or support any defense Defendants may assert in this case. This request specifically includes but is not limited to, any opinion letters or other legal research upon which Defendant may claim good faith or non-willful conduct.

31. All documents concerning, regarding, describing and/or relating to defendants' policies or procedures relating to the sale of other products by route distributors.

32. All documents concerning, regarding, describing and/or relating to the treatment of route distributors by defendants pursuant to IRS regulations.

33. All documents identified or otherwise relied upon in responding to Plaintiffs' First Set of Interrogatories to Defendants.
34. All insurance policies that could be used to satisfy a judgment against defendants.
35. All indemnification agreements between Flowers Foods and any subsidiary.
36. All documents sufficient to show the location and manufacture of Flowers fresh products throughout the United States.
37. All documents sufficient to show the payment and receipt of monies from purchases or Flowers fresh products.
38. All contracts between Flowers Foods and any national customer for the sale of fresh products that utilized route distributors to deliver fresh products or other agreements which relate, describe, or concern the servicing of national contracts.
39. All documents concerning, regarding, describing and/or relating to Flowers Foods, Inc.'s involvement in selling products to national markets and the determination by route distributors' sales to national markets.

Dated: September 10, 2007

/s/ Greg L. Davis
Greg L. Davis
ASB-8134-I71G

OF COUNSEL:

THE LAW OFFICES OF GREG L. DAVIS
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ekirkwood1@cs.com

CERTIFICATE OF SERVICE

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/s/Greg L. Davis
Greg L. Davis, ASB-8134-I71G

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA**

CHARLES MORROW, MICHAEL)	
OVERTON, JAMES MARTY SMITH,)	
DWAYNE CLEVELAND, MICHAEL SMITH,)	
MARK MURPHY, DOUG BRANCH, LEW)	
BAXTER, RICKY SMALL, MELVIN SNOW,)	
GREG PATISAUL and GARY CHAMBLISS,)	
Individually and on behalf of similarly)	
situated employees,)	
)	
Plaintiffs,	)	CIVIL ACTION NO.:
	)	3:07-CV-617-MHT
v.)	
)	
FLOWERS FOODS, INC., FLOWERS)	
BAKING CO., OF OPELIKA, LLC, and)	
FLOWERS BAKING CO. OF)	
THOMASVILLE, LLC,)	
)	
Defendants.)	

**PLAINTIFFS' FIRST REQUEST FOR PRODUCTION OF
DOCUMENTS TO DEFENDANT
FLOWERS BAKING CO. OF THOMASVILLE, LLC**

Pursuant to Rules 26 and 33 of the Federal Rules of Civil Procedure, Plaintiffs hereby request that the Defendant Flowers Baking Co. of Thomasville, LLC, answer the following requests for production, in writing and under oath, within thirty (30) days from the date of service thereof.

INSTRUCTIONS

1. Plaintiffs offer to meet and confer with Defendant as soon as possible regarding the most efficient method to produce the requested documents. Plaintiffs' contact counsel regarding the logistics of production is Joseph P. Guglielmo.

2. These Requests for Production of Documents are continuing and if, at any time after Defendant has produced the requested documents or otherwise responded hereto, further documents or other evidence identified and requested in these Requests come into its possession and control, then Defendant is requested to respond by producing said documents at the aforesaid location within ten (10) days of acquiring same.

3. If any document or tangible thing requested was at any time, but is not now, in your possession or custody or subject to your control, please state what disposition was made of such document or tangible thing and when such disposition occurred. If you decline to produce any document requested hereinafter on the basis of any privilege known in the law, then, at the time of production designated herein, as to each such document please provide the following written information pertaining to such document:

- a. Its date, or if not dated, the date it was prepared or received;
- b. The type of document (e.g. letter, memorandum, telegram, chart, photograph, reproduction);
- c. The author and the addressee, including the names of all persons receiving a copy;
- d. Its present location;
- e. The identity of the individual or person presently custodian or custodians thereof;
- f. The number of pages thereof;
- g. The identify of each person who received a copy of such document and the relationship of such person to you;
- h. Whether such document contains or relates to facts or opinions or both; and

- i. The nature of privilege or other grounds for refusing production (e.g. work product) of such document and the circumstances relied upon to support that claim.

4. Should Defendant claim as privileged any document requested by any of the following requests, Defendant shall list each such document in such a manner to allow for its identification in the event of a motion to compel and, additionally, Defendant shall indicate the grounds on which it is asserting the claim of privilege, the date, author and title of each document, the portion of the document to which the claim of privilege extends and the identity of all persons, corporations or other entities to whom the document has been shown, in order that the Court can determine whether such document is, in fact, privileged.

5. Documents shall be produced with a copy of any original file folders and as they are kept in the usual course of business.

6. Plaintiffs request that electronic data be produced in its native file format with the specific native format identified for each specific electronic collection produced along with relevant metadata that is maintained and can be used to identify the author, recipient, forward(s), cc(s), bcc(s), subject matter, location of such files, and custodian of such files. Please include all attachments with such electronic data.

7. Plaintiffs hereby request that all Documents maintained in paper form be produced to plaintiffs on compact discs or digital versatile discs or "DVDs" in Group IV .tif format with a resolution of 300 dpi with the associated optical character recognition ("OCR") file for each document. Paper Documents are to be produced in the manner in which they are maintained and should include all relevant metadata and information to

identify, the location of such files, and the request or requests such documents are produced in response.

DEFINITIONS

1. The term "Document" is used in its broadest sense under Federal Rule of Civil Procedure 34 and shall mean the original (or, if the original is not available, the best copy available) of any and all information in tangible or other form and shall include, without limiting the generality of the foregoing, paper and electronically stored information including: all letters, correspondence, contracts, agreements, memoranda, mechanical and electronic recordings, calendar and diary entries, notes or memoranda of conversations, telephonic or otherwise, and of meetings or conferences, studies, reports, recommendations, quotations, offers, inquiries, bulletins, summaries, newsletters, compilations, specification, maps, charts, blueprints, diagrams, graphs, photographs, pictures, film, videotapes, microfilm, propositions, articles, announcements, newspaper clippings, books, books of account, ledgers, vouchers, canceled checks, invoices, bills, receipts, opinions, certifications, and writings of any kind, and all other tangible things upon which any handwriting, typing, printing, drawings, representation, photostatic or other copy, or other graphic matter, magnetic or electrical impulses, or other form of communication is recorded or produced, including audio and video recordings and computer-stored information whether or not in printout form, and all rough drafts and revised drafts (including all handwritten notes or their marks on same), and all other multiples copies of a document exist, each copy which is in any way not completely identical to a copy which is being produced or identified as a privileged document shall

also be produced and so identified. Also to be identified or produced are all documents clipped, stapled, or otherwise attached to, all described or requests documents.

2. "All" includes the word "any," and "any" includes the word "all." "Each" includes the word "every," and "every" includes the word "each."

3. The term "Defendant," "you," "your," or any synonym thereof, are intended to and shall embrace and include the Defendant, Flowers Baking Co. of Thomasville, LLC, and, in addition, all agents, servants, employees, representatives, private investigators, attorneys, and others who are in possession of or may have obtained information for or on behalf of Defendant individually or collectively with the other defendants named in this action.

4. The term "communication" shall mean every manner or means of disclosure, transfer, or exchange of information whether oral, face-to-face, by telephone, mail, personal delivery, documents, or otherwise between two or more persons or entities.

5. The terms "related to" or "relating to" shall mean: pertaining to, concerning, respecting, referring to, summarizing, digesting, embodying, reflecting, establishing, tending to establish, derogating from, tending not to establish, evidencing, comprising, connected with, commenting on, responding to, disagreeing with, showing, describing, analyzing, representing, constitution, or including.

6. The terms "person" or "persons" mean all natural persons ("individual" or "individuals") and entities including without limitation: corporations, companies, partnerships, limited partnerships, joint ventures, trusts, estates, associations, public agencies, departments, bureaus, or boards.

7. The term “and” as well as “or” shall be construed either conjunctively or disjunctively as necessary to bring within the scope of these Requests for Production any information which might otherwise be construed to be outside their scope.

8. The term “Plaintiff” refers to and shall be construed to mean Charles Morrow, Michael Overton, James Marty Smith, Michael Smith, Dwayne Cleveland, Mark Murphy, Douglas Branch, Melvin Snow, Lew Baxter, Ricky Small, Greg Patisaul, and Gary Chambliss and any other Plaintiffs that join the Complaint filed in this matter, unless so stated in the request.

9. The term “Defendants” shall refer to and be construed to mean Flowers Foods, Inc., Flowers Baking Co. of Opelika, LLC, and Flowers Baking Co. of Thomasville, LLC.

REQUESTS FOR PRODUCTION

1. For Plaintiff Gary Chambliss, please produce a copy of all payroll records and/or weekly settlement statements and/or other documents relating to the number of hours worked during each workweek and the amount of pay for each pay period from the date of hire to the present.

2. A copy of each weekly sales report for Plaintiff Chambliss for the period of time which he worked as a route distributor.

3. All documents relating to or regarding the position of route distributor including any documents produced to plaintiffs.

4. All documents relating to and/or concerning territory or route assignments for route distributors.

5. A copy of every document, handbook, and/or manual that sets forth work rules, policies, and/or procedures that govern and/or relate to plaintiffs' employment with the Defendants. Please include any amendments, supplements, and/or additions adopted and/or implemented.

6. Please provide a complete copy of the "PBS Protocol Agreement" (PBS Outlet).

7. All documents concerning, describing, regarding, and/or relating to the types of defendants' products delivered by route distributors.

8. All documents concerning, describing, regarding, and/or relating to the types of defendants' products delivered by employees.

9. All documents relating to the job/position description for each position held by Plaintiff Gary Chambliss. Please include any information on Plaintiff when he was in any position prior to route distributor.

10. All documents related to the decision to make route distributors independent contractors. Please include any information that was used to support or justify the decision to make route distributors independent contractors.

11. All documents concerning, regarding, describing and/or relating to the decision to employ delivery persons for fresh bakery products.

12. A copy of all contracts between Flowers Foods, Inc. and Flowers Baking Co of Thomasville, LLC and/or any other Flowers Foods, Inc. subsidiary which in any manner relates to the job duties performed by the named plaintiffs.

13. All documents relating to the route and/or territory to which Plaintiff Chambliss was assigned during his period of employment with the Defendant. This

request includes, but is not limited to, territory boundaries, route sheets, run logs, route logs, GPS tracking data, truck assignment records, maintenance records, printouts from the handheld computers, and descriptions of any accounts within the territory and/or route.

14. All documents relating, concerning, describing and/or regarding the use of handheld computers by route distributors, including the operation, owners manuals, instruction manuals, training materials of any kind used for any and all handheld computers used by distributors.

15. All documents relating, containing, reflecting, and/or memorializing communications from Defendant to route distributors regarding Defendant's policies, practices, or procedures for paying overtime premium(s) for hours worked over forty (40) in a workweek from July 1, 2004, to the present.

16. All documents concerning the creation and negotiation of contracts with route distributors.

17. Copies of all operating manuals and/or operating agreements that are applicable to route distributors.

18. All documents distributed to new route distributors from January 1, 2004, to the present.

19. All documents that Defendant uses or has used to train drivers and/or route distributors from January 1, 2004, to the present.

20. All complaints (judicial, administrative, and/or internal (i.e. from employees)) filed against and/or with the Defendant since January 1, 2004, to the present that allege violations of the Fair Labor Standards Act.

21. All documents that Defendant relies on for the contention that Plaintiffs are exempt from overtime provisions of the Fair Labor Standards Act.

22. All documents that evidence, discuss, and/or describe the Defendant's warehouse locations and thrift store locations for any and all of its facilities.

23. All documents that relate, evidence, or describe the policies and procedures on opening new accounts within an existing route distributor's territory.

24. All documents relating, concerning and/or describing Defendant's right to negotiate the prices of fresh products with suppliers.

25. All documents relating to Defendant's collection of payments from supermarkets, sandwich shops, or other stores for the delivery of products by route distributors.

26. All documents which evidence, memorialize, discuss and/or describe defendants' negotiation with Wal-Mart for the sale of Flowers' products.

27. All documents that evidence, memorialized, discuss, and/or describe the policies and procedures on determining and assigning territories to a route distributor.

28. All documents that describe or identify where products are produced throughout the Flowers Foods' facilities and where it is shipped to with respect to the route distributors.

29. All documents concerning, regarding, describing, and/or relating to the risk of loss between route distributors and the Defendant in the event of shrinkage and/or loss of product.

30. All documents that contain, reflect, describe and/or otherwise set forth and/or support any defense Defendant may assert in this case. This request specifically

includes but is not limited to any opinion letters or other legal research upon which Defendant may claim good faith or non-willful conduct.

31. All documents concerning, regarding, describing, and/or relating to Defendant's policies or procedures relating to the sale of other products by route distributors.

32. All documents concerning, regarding, describing, and/or relating to the treatment of route distributors by defendants pursuant to IRS regulations.

33. All insurance policies that could be used to satisfy a judgment against Defendant.

34. All indemnification agreements between Defendant and Flowers Foods, Inc.

35. All documents sufficient to show the location and manufacture of Flowers fresh products throughout the United States.

36. All documents sufficient to show the payment and receipt of monies from purchases of Flowers fresh products.

37. All contracts between Flowers Foods and any national customer for the sale of fresh products that utilized route distributors to deliver fresh products or other agreements which relate, describe, or concern the servicing of national contracts.

Dated: November 20, 2007

/s/ Amy A. Weaver
Amy A. Weaver, ASB-6878-Y82A

OF COUNSEL:

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205-612-0243
E. Kirk Wood (ASB-2937-W55E)
ekirkwood1@cs.com

CERTIFICATE OF SERVICE

I hereby certify that on this the 20th day of November, I caused to be served the foregoing Plaintiffs' First Request for Production of Documents to Defendants via email and U.S. Mail to:

Sandra B. Reiss
Christopher W. Deering
Ogletree, Deakins, Nash, Smoak, & Stewart, P.C.
One Federal Place, Suite 1000
1819 Fifth Avenue North

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205-328-1900
Sandra.Reiss@odnss.com
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/s/Amy A Weaver
Amy A Weaver, ASB-6878-Y82A

EXHIBIT H

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION**

CHARLES MORROW, <i>et al.</i>)	
)	
Plaintiffs,	)	CIVIL ACTION NO: 3:07-CV-617-MHT
)	
v.)	
)	
FLOWERS FOODS, INC., <i>et al.</i>)	
)	
Defendants.)	

**DEFENDANT FLOWERS FOODS, INC.'S RESPONSES TO
PLAINTIFFS' SECOND REQUEST FOR PRODUCTION OF DOCUMENTS**

COMES NOW Defendant, Flowers Foods, Inc. ("Flowers Foods"), by and through its undersigned attorneys, and hereby responds to Plaintiffs' Second Request for Production of Documents as follows.

GENERAL OBJECTIONS

1. Flowers Foods generally objects to Plaintiffs' Second Request for Production to the extent that they call for information and/or documents protected by the attorney-client privilege and/or work product doctrine, or which are otherwise immune from discovery. Inadvertent identification of any such information and/or such documents shall not constitute a waiver of any privilege with respect to any such information and/or documents, or the subject matter thereof, and shall not waive the right of Flowers Foods to object to the use of any such information and/or documents and/or the information contained therein.

2. Flowers Foods generally objects to Plaintiffs' Second Request for Production to the extent that they seek to impose burdens, duties, and obligations upon Flowers Foods in excess of or different than the requirements imposed by applicable law and the Federal Rules of

Civil Procedure. Flowers Foods will respond to Plaintiffs' Second Request for Production as required by applicable law and the Federal Rules of Civil Procedure.

3. Flowers Foods generally objects to Plaintiffs' Second Request for Production to the extent that are vague, overly broad, unduly burdensome and/or seek information which is immaterial, irrelevant, cumulative, duplicative, or not reasonably calculated to lead to the discovery of relevant or admissible evidence.

4. Flowers Foods objects to Plaintiffs' Second Request for Production to the extent that they seek electronically stored information from sources that are not reasonably accessible because of undue burden or cost, including back up tapes, fragmented data, deleted material, and legacy tapes.

5. Flowers Foods objects to Plaintiffs' Second Request for Production to the extent that they seek underlying metadata.

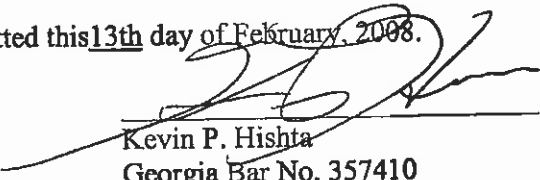
PLAINTIFFS' REQUEST FOR PRODUCTION

1. All documents concerning, evidencing, reflecting or describing any communications between you and any present or former route distributors, including any of the Plaintiffs, concerning any of the allegations, facts, or circumstances described in the Complaint.

Response: Flowers Foods objects to this Request because it is vague and ambiguous, specifically the terminology "communications". Flowers Foods further objects to the terminology "route distributors," which it does not use. Flowers Foods also objects to this Request because it is overly broad, unduly burdensome, and requests documents which are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, this Request is not limited to the Plaintiffs' individual claims and is not limited in time. Flowers Foods further objects to this Request to the extent it seeks electronically stored information from sources that

are not reasonably accessible because of undue burden or cost, including back up tapes, fragmented data, deleted material, and legacy tapes, and to the extent this Request seeks underlying metadata. Subject to, and without waiving, the aforementioned objections, Flowers Baking Co. of Thomasville and Flowers Baking Co. of Opelika will produce certain non-privileged responsive documents applicable to Plaintiffs, if any, at an agreed upon time and place.

Respectfully submitted this 13th day of February, 2008.



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Georgia Bar No. 357410
Admitted *Pro Hac Vice*
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SMOAK & STEWART, P.C.
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Sandra B. Reiss (ASB-3650-S80S)
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Ph. (205) 328-1900
Fax (205) 328-6000
*Counsel for Defendants Flowers Foods, Inc., Flowers
Baking Co. of Opelika, LLC, and Flowers Baking Co. of
Thomasville, LLC*

CERTIFICATE OF SERVICE

I hereby certify that on this 13th day of February, 2008, I served a true and correct copy of the foregoing Flowers Foods, Inc.'s Responses to Plaintiffs' Second Request for Production of Documents via electronic mail and U.S. Mail, postage prepaid on the following:

THE LAW OFFICES OF GREG L. DAVIS
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gldavis@knology.net

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ekirkwood1@cs.com


Kevin P. Hishta

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION**

CHARLES MORROW, <i>et al.</i>)	
)	
Plaintiffs,	)	CIVIL ACTION NO: 3:07-CV-617-MHT
)	
v.)	
)	
FLOWERS FOODS, INC., <i>et al.</i>)	
)	
Defendants.)	

**DEFENDANT FLOWERS BAKING CO. OF OPELIKA, LLC'S RESPONSES TO
PLAINTIFFS' SECOND REQUEST FOR PRODUCTION OF DOCUMENTS**

COMES NOW Defendant, Flowers Baking Co. of Opelika, LLC ("Flowers/Opelika"), by and through its undersigned attorneys, and hereby responds to Plaintiffs' Second Request for Production of Documents as follows.

GENERAL OBJECTIONS

1. Flowers/Opelika generally objects to Plaintiffs' Second Request for Production to the extent that they call for information and/or documents protected by the attorney-client privilege and/or work product doctrine, or which are otherwise immune from discovery. Inadvertent identification of any such information and/or such documents shall not constitute a waiver of any privilege with respect to any such information and/or documents, or the subject matter thereof, and shall not waive the right of Flowers/Opelika to object to the use of any such information and/or documents and/or the information contained therein.

2. Flowers/Opelika generally objects to Plaintiffs' Second Request for Production to the extent that they seek to impose burdens, duties, and obligations upon Flowers/Opelika in excess of or different than the requirements imposed by applicable law and the Federal Rules of

Civil Procedure. Flowers/Opelika will respond to Plaintiffs' Second Request for Production as required by applicable law and the Federal Rules of Civil Procedure.

3. Flowers/Opelika generally objects to Plaintiffs' Second Request for Production to the extent that are vague, overly broad, unduly burdensome and/or seek information which is immaterial, irrelevant, cumulative, duplicative, or not reasonably calculated to lead to the discovery of relevant or admissible evidence.

4. Flowers/Opelika objects to Plaintiffs' Second Request for Production to the extent that they seek electronically stored information from sources that are not reasonably accessible because of undue burden or cost, including back up tapes, fragmented data, deleted material, and legacy tapes.

5. Flowers/Opelika objects to Plaintiffs' Second Request for Production to the extent that they seek underlying metadata.

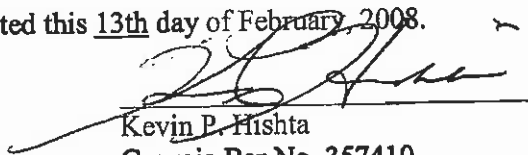
PLAINTIFFS' REQUEST FOR PRODUCTION

1. All documents concerning, evidencing, reflecting or describing any communications between you and any present or former route distributors, including any of the Plaintiffs, concerning any of the allegations, facts, or circumstances described in the Complaint.

Response: Flowers/Opelika objects to this Request because it is vague and ambiguous, specifically the terminology "communications". Flowers/Opelika further objects to the terminology "route distributors," which it does not use. Flowers/Opelika also objects to this Request because it is overly broad, unduly burdensome, and requests documents which are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, this Request is not limited to the Plaintiffs' individual claims and is not limited in time. Flowers/Opelika further objects to this Request to the extent it seeks electronically stored

information from sources that are not reasonably accessible because of undue burden or cost, including back up tapes, fragmented data, deleted material, and legacy tapes, and to the extent this Request seeks underlying metadata. Subject to, and without waiving, the aforementioned objections, Flowers/Opelika will produce certain responsive, non-privileged documents applicable to Plaintiffs, if any, at an agreed upon time and place.

Respectfully submitted this 13th day of February, 2008.



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Fax (205) 328-6000

*Counsel for Defendants Flowers Foods, Inc., Flowers
Baking Co. of Opelika, LLC, and Flowers Baking Co. of
Thomasville, LLC*

CERTIFICATE OF SERVICE

I hereby certify that on this 13th day of February, 2008, I served a true and correct copy of the foregoing Flowers Baking Co. of Opelika, LLC's Responses to Plaintiffs' Second Request for Production of Documents via electronic mail and U.S. Mail, postage prepaid on the following:

THE LAW OFFICES OF GREG L. DAVIS
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Amy Weaver (ASB-6878-Y82A)
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E. Kirk Wood, Esq.
2900 1st Avenue South, Suite A
Birmingham, Alabama 35233
ekirkwood1@cs.com



Kevin P. Hishita

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION**

CHARLES MORROW, <i>et al.</i>)	
)	
Plaintiffs,)	CIVIL ACTION NO: 3:07-CV-617-MHT
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v.)	
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FLOWERS FOODS, INC., <i>et al.</i>)	
)	
Defendants.)	

**DEFENDANT FLOWERS BAKING CO. OF THOMASVILLE, LLC'S RESPONSES TO
PLAINTIFFS' SECOND REQUEST FOR PRODUCTION OF DOCUMENTS**

COMES NOW Defendant, Flowers Baking Co. of Thomasville, LLC ("Flowers/Thomasville"), by and through its undersigned attorneys, and hereby responds to Plaintiffs' Second Request for Production of Documents as follows.

GENERAL OBJECTIONS

1. Flowers/Thomasville generally objects to Plaintiffs' Second Request for Production to the extent that they call for information and/or documents protected by the attorney-client privilege and/or work product doctrine, or which are otherwise immune from discovery. Inadvertent identification of any such information and/or such documents shall not constitute a waiver of any privilege with respect to any such information and/or documents, or the subject matter thereof, and shall not waive the right of Flowers/Thomasville to object to the use of any such information and/or documents and/or the information contained therein.

2. Flowers/Thomasville generally objects to Plaintiffs' Second Request for Production to the extent that they seek to impose burdens, duties, and obligations upon Flowers/Thomasville in excess of or different than the requirements imposed by applicable law and the Federal Rules of Civil Procedure. Flowers/Thomasville will respond to Plaintiffs'

Second Request for Production as required by applicable law and the Federal Rules of Civil Procedure.

3. Flowers/Thomasville generally objects to Plaintiffs' Second Request for Production to the extent that are vague, overly broad, unduly burdensome and/or seek information which is immaterial, irrelevant, cumulative, duplicative, or not reasonably calculated to lead to the discovery of relevant or admissible evidence.

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5. Flowers/Thomasville objects to Plaintiffs' Second Request for Production to the extent that they seek underlying metadata.

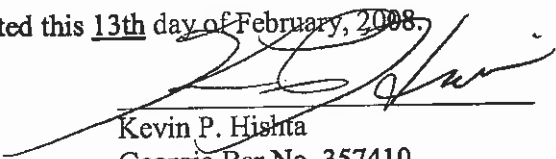
PLAINTIFFS' REQUEST FOR PRODUCTION

1. All documents concerning, evidencing, reflecting or describing any communications between you and any present or former route distributors, including any of the Plaintiffs, concerning any of the allegations, facts, or circumstances described in the Complaint.

Response: Flowers/Thomasville objects to this Request because it is vague and ambiguous, specifically the terminology "communications". Flowers/Thomasville further objects to the terminology "route distributors," which it does not use. Flowers/Thomasville also objects to this Request because it is overly broad, unduly burdensome, and requests documents which are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, this Request is not limited to the Plaintiff Gary Chambliss' individual claim and is not limited in time. Flowers/Thomasville further objects to this Request to the extent it seeks

electronically stored information from sources that are not reasonably accessible because of undue burden or cost, including back up tapes, fragmented data, deleted material, and legacy tapes, and to the extent this Request seeks underlying metadata. Subject to, and without waiving, the aforementioned objections, Flowers/Thomasville will produce certain responsive non-privileged documents applicable to Plaintiff Gary Chambliss, if any, at an agreed upon time and place.

Respectfully submitted this 13th day of February, 2008.



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*Counsel for Defendants Flowers Foods, Inc., Flowers
Baking Co. of Opelika, LLC, and Flowers Baking Co. of
Thomasville, LLC*

CERTIFICATE OF SERVICE

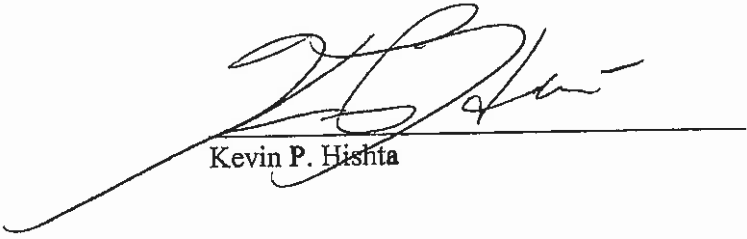
I hereby certify that on this 13th day of February, 2008, I served a true and correct copy of the foregoing Flowers Baking Co. of Thomasville, LLC's Responses to Plaintiffs' Second Request for Production of Documents via electronic mail and U.S. Mail, postage prepaid on the following:

THE LAW OFFICES OF GREG L. DAVIS
6987 Halcyon Park Drive
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334-832-9080
gldavis@knology.net

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jwhatley@wdklaw.com
Amy Weaver (ASB-6878-Y82A)
aweaver@wdklaw.com

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212-447-7007
Joseph P. Guglielmo
jguglielmo@wdklaw.com

WOOD LAW FIRM, LLC
E. Kirk Wood, Esq.
2900 1st Avenue South, Suite A
Birmingham, Alabama 35233
ekirkwood1@cs.com



Kevin P. Hight

EXHIBIT I

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION**

CHARLES MORROW, *et al.*

Plaintiffs,

V.

FLOWERS FOODS, INC., et al.

Defendants.

CIVIL ACTION NO. 3:07-CV-617-MBT

**DEFENDANT FLOWERS FOODS, INC.'S ANSWERS TO
PLAINTIFFS' SECOND INTERROGATORIES**

COMES NOW Defendant, Flowers Foods, Inc. ("Flowers Foods"), by and through its undersigned attorneys, hereby responds to Plaintiffs' Second Interrogatories as follows:

GENERAL OBJECTIONS

1. Flowers Foods generally objects to Plaintiffs' Second Interrogatories to the extent that they call for information and/or documents protected by the attorney-client privilege and/or work product doctrine, or which are otherwise immune from discovery. Inadvertent identification of any such information and/or such documents shall not constitute a waiver of any privilege with respect to any such information and/or documents, or the subject matter thereof, and shall not waive the right of Flowers Foods to object to the use of any such information and/or documents and/or the information contained therein.

2. Flowers Foods generally objects to Plaintiffs' Second Interrogatories to the extent that they seek to impose burdens, duties, and obligations upon Flowers Foods in excess of or different than the requirements imposed by applicable law and the Federal Rules of Civil

Procedure. Flowers Foods will respond to Plaintiffs' Second Interrogatories as required by applicable law and the Federal Rules of Civil Procedure.

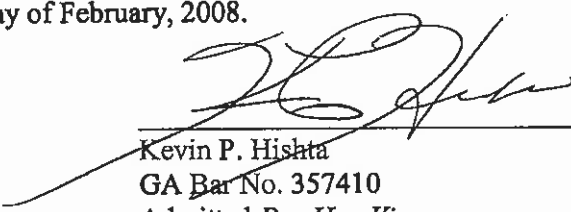
3. Flowers Foods generally objects to Plaintiffs' Second Interrogatories to the extent that are vague, overly broad, unduly burdensome and/or seek information which is immaterial, irrelevant, cumulative, duplicative, or not reasonably calculated to lead to the discovery of relevant or admissible evidence.

INTERROGATORIES

1. Please describe each and every communication you had with any current or former route distributor. Your response must include the time, location, participants, materials presented or exchanged, and a summary of the discussion(s).

ANSWER: Flowers Foods objects to this Request because it is vague and ambiguous, specifically the terminology "communication" and "materials." Flowers Foods further objects to the terminology "route distributors," which it does not use. Flowers Foods also objects to this Request as it is overly broad, unduly burdensome, and requests information which is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, this Request is not limited to any "communication" with Plaintiffs or any "communication" that would be relevant to the claims or defenses of any party to this case but rather encompasses any and all "communications" with thousands of distributors at approximately twenty-five subsidiaries. This Request is also not limited in time or in subject matter, by its terms encompassing all personal and non-business related "communications" over an indefinite time period, which would be completely irrelevant to the claims or defenses of any party to this action.

Submitted this the 13th day of February, 2008.



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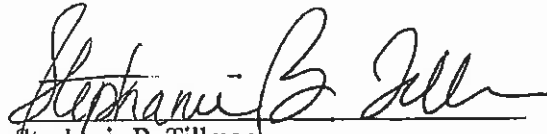
Sandra B. Reiss
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*Counsel for Defendants Flowers Foods, Inc.,
Flowers Baking Co. of Opelika, LLC, and Flowers
Baking Co. of Thomasville, LLC*

VERIFICATION PURSUANT TO 28 U.S.C. §1746

I, Stephanie B. Tillman, declare under the penalty of perjury that Flowers Foods, Inc.'s Answers to Plaintiffs' Second Interrogatories dated February 13, 2008 are true and correct to the best of my knowledge.

Executed on February 13th, 2008.


Stephanie B. Tillman
Flowers Foods, Inc.
Vice President and Associate General Counsel

CERTIFICATE OF SERVICE

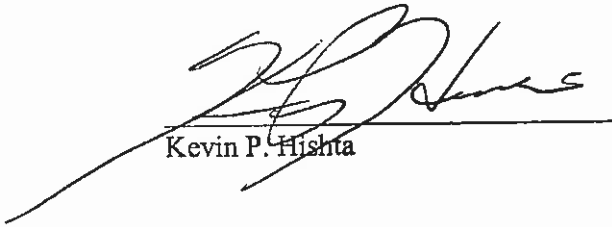
I hereby certify that a copy of the foregoing Flowers Foods, Inc.'s Answers to Plaintiffs' Second Interrogatories has been served upon all parties of record, as listed below, via electronic mail, and by placing same in the United States Mail, postage prepaid and properly addressed on this the 13th day of February, 2008.

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Kevin P. Hshta

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION**

CHARLES MORROW, <i>et al.</i>)	
)	
Plaintiffs,	)	CIVIL ACTION NO. 3:07-CV-617-MHT
)	
v.)	
)	
FLOWERS FOODS, INC., <i>et al.</i>)	
)	
Defendants.)	

**DEFENDANT FLOWERS BAKING CO. OF OPELIKA, LLC.'S ANSWERS TO
PLAINTIFFS' SECOND INTERROGATORIES**

COMES NOW Defendant, Flowers Baking Co. of Opelika, LLC ("Flowers/Opelika"), by and through its undersigned attorneys, hereby responds to Plaintiffs' Second Interrogatories as follows:

GENERAL OBJECTIONS

1. Flowers/Opelika generally objects to Plaintiffs' Second Interrogatories to the extent that they call for information and/or documents protected by the attorney-client privilege and/or work product doctrine, or which are otherwise immune from discovery. Inadvertent identification of any such information and/or such documents shall not constitute a waiver of any privilege with respect to any such information and/or documents, or the subject matter thereof, and shall not waive the right of Flowers/Opelika to object to the use of any such information and/or documents and/or the information contained therein.

2. Flowers/Opelika generally objects to Plaintiffs' Second Interrogatories to the extent that they seek to impose burdens, duties, and obligations upon Flowers/Opelika in excess of or different than the requirements imposed by applicable law and the Federal Rules of Civil

Procedure. Flowers/Opelika will respond to Plaintiffs' Second Interrogatories as required by applicable law and the Federal Rules of Civil Procedure.

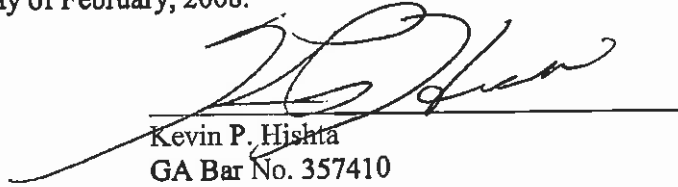
3. Flowers/Opelika generally objects to Plaintiffs' Second Interrogatories to the extent that are vague, overly broad, unduly burdensome and/or seek information which is immaterial, irrelevant, cumulative, duplicative, or not reasonably calculated to lead to the discovery of relevant or admissible evidence.

INTERROGATORIES

1. Please describe each and every communication you had with any current or former route distributor. Your response must include the time, location, participants, materials presented or exchanged, and a summary of the discussion(s).

ANSWER: Flowers/Opelika objects to this Request because it is vague and ambiguous, specifically the terminology "communication" and "materials." Flowers/Opelika further objects to the terminology "route distributors," which it does not use. Flowers/Opelika also objects to this Request as it is overly broad, unduly burdensome, and requests information which is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, this Request is not limited to any "communication" with Plaintiffs or any "communication" that would be relevant to the claims or defenses of any party to this case but rather encompasses any and all "communications" with thousands of distributors at approximately twenty-five subsidiaries. This Request is also not limited in time or in subject matter, by its terms encompassing all personal and non-business related "communications" over an indefinite time period, which would be completely irrelevant to the claims or defenses of any party to this action.

Submitted this the 13th day of February, 2008.



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*Counsel for Defendants Flowers Foods, Inc.,
Flowers Baking Co. of Opelika, LLC, and Flowers
Baking Co. of Thomasville, LLC*

VERIFICATION PURSUANT TO 28 U.S.C. §1746

I, Steve Bordeaux, declare under the penalty of perjury that Flowers Baking Co. of Opelika, LLC's Answers to Plaintiffs' Second Interrogatories dated February 13, 2008 are true and correct to the best of my knowledge.

Executed on February 13th, 2008.


Steve Bordeaux
President
Flowers Baking Co. of Opelika, LLC

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Flowers Baking Co. of Opelika, LLC's Answers to Plaintiffs' Second Interrogatories has been served upon all parties of record, as listed below, via electronic mail, and by placing same in the United States Mail, postage prepaid and properly addressed on this the 13th day of February, 2008.

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Kevin P. Hishta

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION**

CHARLES MORROW, *et al.*

Plaintiffs,

v.

FLOWERS FOODS, INC., et al.

Defendants.

CIVIL ACTION NO. 3:07-CV-617-MHT

DEFENDANT FLOWERS BAKING CO. OF THOMASVILLE, LLC'S
ANSWERS TO PLAINTIFFS' SECOND INTERROGATORIES

COMES NOW Defendant, Flowers Baking Co. of Thomasville, LLC. ("Flowers/Thomasville"), by and through its undersigned attorneys, hereby responds to Plaintiffs' Second Interrogatories as follows:

GENERAL OBJECTIONS

1. Flowers/Thomasville generally objects to Plaintiffs' Second Interrogatories to the extent that they call for information and/or documents protected by the attorney-client privilege and/or work product doctrine, or which are otherwise immune from discovery. Inadvertent identification of any such information and/or such documents shall not constitute a waiver of any privilege with respect to any such information and/or documents, or the subject matter thereof, and shall not waive the right of Flowers/Thomasville to object to the use of any such information and/or documents and/or the information contained therein.

2. Flowers/Thomasville generally objects to Plaintiffs' Second Interrogatories to the extent that they seek to impose burdens, duties, and obligations upon Flowers/Thomasville in excess of or different than the requirements imposed by applicable law and the Federal Rules of

Civil Procedure. Flowers/Thomasville will respond to Plaintiffs' Second Interrogatories as required by applicable law and the Federal Rules of Civil Procedure.

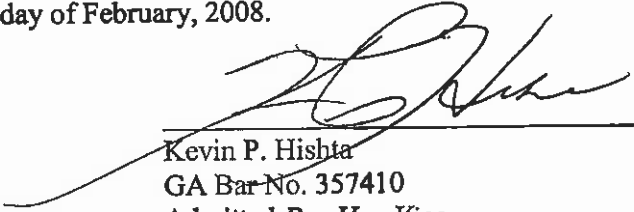
3. Flowers/Thomasville generally objects to Plaintiffs' Second Interrogatories to the extent that are vague, overly broad, unduly burdensome and/or seek information which is immaterial, irrelevant, cumulative, duplicative, or not reasonably calculated to lead to the discovery of relevant or admissible evidence.

INTERROGATORIES

1. Please describe each and every communication you had with any current or former route distributor. Your response must include the time, location, participants, materials presented or exchanged, and a summary of the discussion(s).

ANSWER: Flowers/Thomasville objects to this Request because it is vague and ambiguous, specifically the terminology "communication" and "materials." Flowers/Thomasville further objects to the terminology "route distributors," which it does not use. Flowers/Thomasville also objects to this Request as it is overly broad, unduly burdensome, and requests information which is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, this Request is not limited to any "communication" with Plaintiff Gary Chambliss or any "communication" that would be relevant to the claims or defenses of any party to this case but rather encompasses any and all "communications" with thousands of distributors at approximately twenty-five subsidiaries. This Request is also not limited in time or in subject matter, by its terms encompassing all personal and non-business related "communications" over an indefinite time period, which would be completely irrelevant to the claims or defenses of any party to this action.

Submitted this the 13th day of February, 2008.



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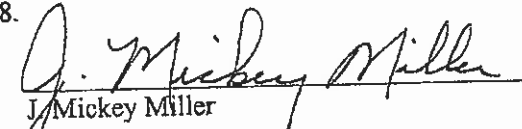
Sandra B. Reiss
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*Counsel for Defendants Flowers Foods, Inc.,
Flowers Baking Co. of Opelika, LLC, and Flowers
Baking Co. of Thomasville, LLC*

VERIFICATION PURSUANT TO 28 U.S.C. §1746

I, J. Mickey Miller, declare under the penalty of perjury that Flowers Baking Co of Thomasville, LLC's Answers to Plaintiffs' Second Interrogatories dated February 13, 2008 are true and correct to the best of my knowledge.

Executed on February 13, 2008.


J. Mickey Miller
President
Flowers/Thomasville, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Flowers Baking Co. of Thomasville, LLC.'s Answers to Plaintiffs' Second Interrogatories has been served upon all parties of record, as listed below, via electronic mail, and by placing same in the United States Mail, postage prepaid and properly addressed on this the 13th day of February, 2008.

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ekirkwood1@cs.com



Kevin P. Hishta

EXHIBIT J



**OGLETREE, DEAKINS,
NASH, SMOAK &
STEWART, P.C.**

Attorneys at Law

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March 25, 2008

Via Electronic Mail

Joseph P. Guglielmo
Whatley Drake & Kallas LLC
1540 Broadway, 37th Floor
New York, New York 10036

Re: Charles Morrow, *et al.* v. Flowers Foods, Inc., *et al.*
Civil Action No. 3:07-cv-00617-MHT

Dear Joseph:

This is in response to your letter dated March 14, 2008, concerning Plaintiffs' document production in response to Defendant Flowers Foods', Flowers Baking Co. of Opelika, LLC's, and Flowers Baking Co. of Thomasville, LLC's ("Defendants") Requests for Production of Documents ("Defendants' Document Requests"); and letter dated March 19, 2008, concerning Defendants' responses to Plaintiffs' document requests. Our responses to the issues you raised are as follows:

March 14, 2008, Letter Regarding Plaintiffs' Document Production

In your March 14, 2008 letter, you discuss a February 8, 2008 conference call between the parties to "meet and confer" regarding Defendants' Requests for Production to Plaintiffs ("Document Requests"), wherein the parties discussed whether Plaintiffs would be producing various accounting and tax return documents. Your letter provides that during this call, Plaintiffs "specifically stated that [Plaintiffs] had not and did not interpret the definition [of 'possession, custody, and control'] as broadly as [Defendants] suggested and did not agree that [P]laintiffs would seek to obtain documents from [P]laintiffs' accountants or tax preparer[s]." Our notes from this call, which were taken contemporaneously with the call, unambiguously reflect that Plaintiffs never took any definite position regarding whether they considered Plaintiffs' accounting and tax return documents to be in Plaintiffs' "possession, custody, or control."

Joseph P. Guglielmo
 March 25, 2008
 Page 2

Oglethorpe
 Deakins

Rather, Plaintiffs indicated they would have to "get back in touch" with Defendants about whether Defendants would need to subpoena any records from the Plaintiffs' accountants.¹

Your letter provides that you are re-confirming with certain Plaintiffs who previously indicated that they have no responsive documents for some or all of Defendants' Document Requests that they, in fact, have no such responsive documents. With regard to these Plaintiffs' representations to date, Defendants find it hard to believe, for example, that Mark Murphy, who is a current distributor and has been a distributor since 2002, would not have any responsive documents regarding his handheld computer when he uses a handheld computer on a daily basis. The significant documents produced for other Plaintiffs who are still current distributors, including Cleveland and Baxter, illustrate the various types of documents generated from a handheld computer on a daily or weekly basis.² These documents include, for example, Distributor Load Summaries, which Murphy only produced for one week in December of 2007, and other documents relating to the ordering and selling of product. Further, we find it hard to believe Murphy wouldn't have "financial statements, profit and loss statements, budgets, income projections, income statements, and reports" when distributors are provided with a statement reflecting their weekly settlement (known as a "Distributor Weekly Summary Report"), plus back-up materials, on a weekly basis.³ Indeed, other Plaintiffs who are current distributors, such as Cleveland, produced such settlement statements.

We also find it hard to believe that Murphy would not have any documents regarding a delivery vehicle. Even if Murphy no longer has a copy of a purchase or lease agreement for such vehicle, he would need to have, at a minimum, a vehicle registration form and proof of insurance pursuant to both state law and the applicable provisions of the Independent Distributor Agreement he signed with Flowers Baking Co. of Opelika.⁴ Further, we find it hard to believe that Chambliss, who was a distributor for a twelve year period, from approximately 1994-2006, does not have one single document related to his distributorship with Flowers Baking Co. of Thomasville. We would think that Chambliss would, at a minimum, have documents regarding the delivery vehicle he used to service his distributorship with Flowers Baking Co. of Thomasville, such as the vehicle registration and proof of insurance, particularly because it is our understanding that Chambliss took his delivery vehicle with him after he sold his distributorship and may still be using this vehicle today.

Further, as the language of Defendants' letter to Plaintiffs provides, Defendants did not accuse, and are not accusing, Plaintiffs of destroying any documents in the litigation. Defendants merely informed Plaintiffs that if any documents had been lost, or destroyed despite ethical obligations to maintain such documents, Paragraph 13 of Defendants' Instructions to Plaintiffs in Defendants' Document Requests provided that Plaintiffs must "so state and identify each document, state to which request(s) the document would have been responsive, and the reason

¹ Plaintiffs' statements that Defendants subpoenaed the documents "*before [plaintiffs] could consider and respond to [Defendants'] proposal*" completely contradicts Plaintiffs' prior position, taken just a few paragraphs before in this same letter, that Plaintiffs "*specifically stated . . . they did not agree [to] seek . . . documents from plaintiffs' accountants or tax prepare[s]*". (emphasis added).

² Although Plaintiffs have not produced any documents for Doug Branch to date, we would expect the same types of documents to be produced for Branch.

³ Murphy did produce one Weekly Settlement Statement for the week of 12/9/07-12/15/07.

⁴ At least the other Plaintiffs who are current distributors should have such vehicle documents as well.

Joseph P. Guglielmo
March 25, 2008
Page 3

**Ogletree
Deakins**

any document has been mutilated or destroyed.” Reminding Plaintiffs of their obligations to inform Defendants of any lost or destroyed documents was certainly not unreasonable in the circumstances, given Plaintiffs’ haphazard production of documents, which included, for example, representations that a current distributor (Branch) does not have certain responsive documents that he would receive and/or generate on a daily or weekly basis.

In addition, despite Plaintiffs’ allegations that Defendants “never advised [them] of [their] communications with [accountants],” Sandra Reiss sent both you and Greg Davis a letter on February 15, 2008, a copy of which is attached for your convenience, informing you that Defendants had issued a number of subpoenas (including to accountants) and enclosing a complete set of the subpoenas issued. Defendants will provide Plaintiffs with copies of any and all documents received in response to these subpoenas, as Plaintiffs have requested. To date, Defendants have only received accounting records for Plaintiff Gary Chambliss.

March 19, 2008 Letter Concerning Plaintiffs’ Document Requests

Requests 1 and 2. We will produce the weekly settlement statements for each Plaintiff for the relevant time period this week.

Request 3. All Distributor Agreements and addenda thereto for each Plaintiff for the relevant time period have been produced. Your request for “all reports or records from each Plaintiffs’ handheld computer” is unduly burdensome and unnecessary as we have discussed in the past. I conservatively estimate that this request encompasses hundreds of thousands of documents – many of which consist of multiple pages. In addition, many of these transactional documents would have to be retrieved from archived files. We previously discussed this issue in some depth on both October 16, 2007 and November 16, 2007, when I described the voluminous number of transactional documents created through the handheld computer. On October 16, 2007, you explained that Plaintiffs were not interested in that level of detail and were not looking for the entire database of transactions from the handheld. Such level of detail is wholly unnecessary for litigating the FLSA claims in this lawsuit. We do not understand why you have changed your position.

Request 6. Your representation that you have not received any Protocol Agreements is false. You have previously been provided both the Wal-Mart and Winn Dixie Protocol Agreements which you utilized during the Flowers Foods 30(b)(6) deposition. We will produce the PBS Protocol Agreement(s) relevant to the Plaintiffs’ accounts that have not yet been produced this week.

Request 8. The Distributor Agreements, which we have produced, show the branded products sold by your clients. In addition, documents outlining various products sold by Plaintiffs were produced on both on December 28, 2007 and January 25, 2008. Additional documents outlining various products produced out-of-state for certain Plaintiffs in 2004 will be produced shortly. Various documents produced by certain of your clients also show the products they distributed.

Joseph P. Guglielmo
March 25, 2008
Page 4

Ogletree
Deakins

Request 11. We are unaware of any responsive documents concerning any "decision to employ delivery persons for fresh bakery products," which are in any way related to Plaintiffs' individual claims.

Request 12. We are unaware of any responsive documents.

Request 13. See Response to Request 3.

Request 16. See Response to Request 3.

Request 20. We will produce certain responsive documents later this week that are related to the case we discussed (*Quarles, et al. v. Flowers Foods, Inc., et al.*).

Request 22. We will produce certain responsive documents this week.

Request 23. We previously discussed the voluminous number of documents, transactional and otherwise, relating to the national accounts within each Plaintiff's territory and you agreed to a representative sampling, which we have provided. These included a substantial number of documents from individuals involved with the national accounts, not simply documents from Plaintiffs' distributor files as you so state. You failed to utilize a single one of these documents during the Flowers Foods' 30(b)(6) Deposition. All such documents are wholly unnecessary for litigating the FLSA claims in this lawsuit. I might add that you had ample opportunity to explore the "policies and procedures on opening new accounts" during the Flowers Foods 30(b)(6) deposition.

Request 24. See Response to Request 23.

Requests 25 and 26. See Response to Request 23. We will provide representative accounting documents reflecting payment by those national accounts serviced by Plaintiffs in addition to Wal-Mart.

Requests 28 and 36. Documents produced on December 28, 2007 already show the manufacturing bakery. We fail to see why voluminous documents reflecting the mode or method of shipment are necessary since that has been described in detail in the depositions to date. Further specific details can readily be obtained via interrogatories to Flowers/Opelika or Flowers/Thomasville or from certain officials of Flowers/Opelika and Flowers/Thomasville scheduled to be deposed. Voluminous underlying shipping documents are wholly unnecessary to litigate the FLSA claims in this lawsuit.

Request 37. We have previously provided representative documentation for Wal-Mart which you utilized at the Flowers Foods' 30(b)(6) deposition. As noted above, additional responsive documents will be produced.

Requests 38 and 39. We will produce this week other national account contracts for those national accounts serviced by Plaintiffs. Otherwise, see Response to Request No. 23.

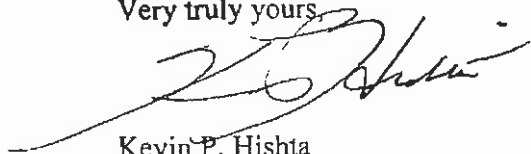
Joseph P. Guglielmo
March 25, 2008
Page 5

Ogletree
Deakins

Plaintiffs' Second Request For Production of Documents. We are unaware of any responsive documents that have not been produced.

We look forward to discussing the issues herein at 4:00 p.m. today.

Very truly yours,

A handwritten signature in black ink, appearing to read "K. Hishta", written over a horizontal line.

Kevin P. Hishta
KPH/DHG:wf

cc: Greg L. Davis
E. Kirk Wood
Joe R. Whatley, Jr.
Amy Weaver

EXHIBIT K



**OGLETREE, DEAKINS,
NASH, SMOAK &
STEWART, P.C.**

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Kevin P. Hishta
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April 2, 2008

Via Electronic Mail

Joseph P. Guglielmo
Whatley Drake & Kallas LLC
1540 Broadway, 37th Floor
New York, New York 10036

Re: Charles Morrow, *et al.* v. Flowers Foods, Inc., *et al.* – Civil Action No. 3:07-cv-00617-MHT
Plaintiffs' Second Interrogatories and Requests for Production to Defendants

Dear Joseph:

We are providing this letter in response to your March 27, 2008, letter concerning Defendants' Responses to Plaintiffs' Second Interrogatories and Second Requests for Production ("Plaintiffs' Interrogatories and Production Requests") to Defendants.

As a preliminary matter, Plaintiffs' Interrogatories¹ and Production Requests² were so vague and broad that Defendants could not possibly be expected to provide any meaningful substantive response. We are not obligated to provide a substantive response to an interrogatory that is so lacking in precision that it cannot be intelligently answered. For example, Plaintiffs did not define the term "communication" or limit the substantive scope of the "communications" sought in any manner. Indeed, Flowers officials may have numerous conversations or other communications with multiple distributors on a daily basis, which could cover a variety of topics.

Further, as Defendants stated in our March 25, 2008, letter, and during the conference call on the same date, Defendants believe they have produced all non-privileged documents concerning any and all substantive communications management has had with Plaintiffs during the relevant period requested as such documents are typically maintained in distributor files (which have been produced) or e-mail of certain Flowers officials (which has been searched by

¹ Plaintiffs' Interrogatories requested "each and every communication you had with any current or former route distributor."

² Plaintiffs' Production Requests sought "[a]ll documents concerning, evidencing, reflecting or describing any communications between you and any present or former route distributors, including any of the Plaintiffs, concerning any of the allegations, facts, or circumstances described in the Complaint."

Joseph P. Guglielmo
April 2, 2008
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Plaintiff name and responsive documents produced). We will go back and double check and see if any additional non-privileged documents have been generated related to Plaintiffs that are current distributors, excepting voluminous accounting/transactional documents.

Any information regarding communications with distributors other than Plaintiffs concerning the matters raised in litigation since the filing of the lawsuit (as Plaintiffs are requesting) may be relevant to the class claims; however, such communications are simply not relevant to the Plaintiffs' individual claims. As you know, the Court, in its November 27, 2007, Protective Order, specifically rejected Plaintiffs' position that class-wide discovery is appropriate before any decision for conditional certification and limited the scope of discovery (before a conditional certification decision) to the named parties and the allegations against them.³ Therefore, absent any substantive communications with Plaintiffs about the subject matter of the litigation since the filing of the Complaint, Defendants have no substantive response to provide.

Finally, we still have not received any documents from Plaintiff Doug Branch in response to Defendants' Requests for Production. Your letter dated March 14, 2008, provided that you would gather these documents and produce them to Defendants shortly. Please advise as to the status of this production as soon as possible.

Please do not hesitate to contact me with any questions.

Very truly yours,



Kevin P. Hishta
KPH:mr

cc: Amy Weaver
Joe R. Whatley, Jr.
Greg L. Davis
E. Kirk Wood
Sandra Reiss
David Grigereit
Margaret Santen Hanrahan
Christopher Deering

³ Specifically, the Court reasoned: "[b]ecause the Court has not yet ruled upon the *Motion to Conditionally Certify and Facilitate Class* Notice (Doc. 32, filed September 21, 2007), this case only involves the current named parties and the allegations against them. Thus, discovery is also limited to those parties and subject matter." (emphasis added).

EXHIBIT L

MORROW DOCUMENT PRODUCTION CHART

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
		I. <u>DISTRIBUTOR FILES (OFFICIAL)</u>	
FBO 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25, 27, 29, 30-33, 39	FBO000001 – FBO000179	A. Charles Morrow Route # 2058	12/28/07
FBO 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25, 27, 29, 30-33, 39	FBO002316 – FBO002506	B. Michael Overton Route # 6225	12/28/07
FBO 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25, 27, 29, 30-33, 39	FBO002507 – FBO002698	C. James M. Smith Route # 6225	12/28/07
FBO 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25, 27, 29, 30-33, 39	FBO001823 – FBO001964	D. Dwayne Cleveland Route # 2063	12/28/07
FBO 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25, 27, 29, 30-33, 39	FBO000180 – FBO000378, FBO002699 – FBO003017	E. Michael Smith (Route # 2100 – 180-378; Route # 2102 -2699-2908; Route # 2103 2909-3017)	12/28/07
FBO 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25, 27, 29, 30-33, 39	FBO000379 – FBO000579	F. Mark Murphy Route # 2099	12/28/07
FBO 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25, 27, 29, 30-33, 39	FBO001965 – FBO002315	G. Doug Branch (Route # 2057 – 1965-2146; Route # 2055 2147-2315)	12/28/07
FBO 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25, 27, 29, 30-33, 39	FBO001588 – FBO001822	H. Lew Baxter Route # 6065	12/28/07
FBO 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25,	FBO001284- FBO001587	I. Ricky Small Route # 2080	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
27, 29, 30-33, 39			
FBO 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25, 27, 29, 30-33, 39	FBO000740 – FBO001283	J. Melvin Snow (2 files; 740-937; 938-1283) Route #s 2079 and 304	12/28/07
FBO 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25, 27, 29, 30-33, 39	FBO000580 – FBO000739	K. Greg Patisaul Route # 2103	12/28/07
FBT 3, 4, 5, 7, 9, 13, 16-19, 21, 23, 24, 25, 27, 29, 30-33, 39	FBT000033 – FBT000246	L. Gary Chambliss Route #s 290, 1490, 480, 2863 and 366	12/28/07
		II. <u>DISTRIBUTOR FILES (UNOFFICIAL - WAREHOUSE & OTHERWISE)</u>	
FBO 3, 4, 13, 17, 21, 27, 30	FBO004115 – FBO004120	A. Charles Morrow	12/28/07
FBO 3, 5, 17, 21, 30	FBO004121 – FBO004122 FBO005818 – FBO005819	B. Dwayne Cleveland - Distributor file –Attorney's Eyes Only Review for Dwayne Cleveland	12/28/07
FBO 3	FBO004123 – FBO004127	C. Michael Smith	12/28/07
FBO 3, 21, 30	FBO004128 – FBO004163 FBO005822 – FBO005823	D. Mark Murphy - Distributor file –Attorney's Eyes Only – - Review for Mark Murphy	12/28/07
FBO 3, 21, 30	FBO004164 – FBO004175 FBO005824 – FBO005825	E. Doug Branch - Distributor file – Attorney's Eyes Only - Review for Doug Branch	12/28/07
FBO 3, 21, 30	FBO004176 – FBO004178 FBO005820 – FBO005821	F. Lew Baxter - Distributor file –Attorney's Eyes Only - Review for Lew Baxter	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
FBO 3	FBO004179 – FBO004181	G. Ricky Small - - Distributor file – produced Attorney's Eyes Only - 8/11/05 Ricky Small accident claim – not produced -	12/28/07
FBO 3	FBO004182 – FBO004190	H. Melvin Snow - Distributor file	12/28/07
	FBT000501 – FBT000503	I. Gary Chambliss (2005 2nd Quarter Shrink)(paper)	1/11/08
		III. <u>DISTRIBUTOR ACCOUNTING/FINANCIAL/TRANSACTION RECORDS</u>	
		A. Charles Morrow	
	FBO005974- FBO005990	1. Distributor Summary Reports (7/3/04 – 12/31/05)	3/27/08
FBO 3, 21, 29-30	FBO004191 – FBO004215	2. Statements of Revenue and Expenses	12/28/07
FBO 3, 32	FBO004242 – FBO004245	3. W-2's (2004-2005)	12/28/07
		B. Michael Overton	
	FBO005991- FBO005996	1. Distributor Summary Reports (4/15/06- 9/30/06)	3/27/08
FBO 3, 21, 30	FBO004246 – FBO004253	2. Statements of Revenue and Expenses (2006)	12/28/07
FBO 1, 3, 32	FBO004240 – FBO4241	3. W-2's (2005-2006)	12/28/07
		C. James M. Smith	
	FBO005997- FBO006000	1. Distributor Summary Reports (10/14/06- 1/6/07)	3/27/08
FBO 3, 21, 32	FBO004374 – FBO004381	2. Statements of Revenue and Expenses (2006- 2007)	12/28/07
FBO 3, 32	FBO004239	3. W-2's (2006)	12/28/07
		D. Dwayne Cleveland	
	FBO006001- FBO006042	1. Distributor Summary Reports (7/3/04 – 3/15/08)	3/27/08
	FBO005826 – FBO005909	2. Weekly Settlement Statements and Backup Load and Adjustment Documents (Weeks 48- 52, 2007)	1/30/08
FBO 3, 21, 29, 30	FBO004382 – FBO4437	3. Statements of Revenue and Expenses (2004- 2007)	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
FBO 3, 32	FBO004235 – FBO4237	4. W-2's (2004-2006)	12/28/07
		E. Michael Smith	
	FBO006043- FBO006069	1. Distributor Summary Reports (7/3/04 – 12/2/06)	3/27/08
FBO 3, 21, 29, 30	FBO004438 – FBO004485	2. Statements of Revenue and Expenses (2004-2006)	12/28/07
FBO 3, 32	FBO004218 – FBO004222	3. W-2's (2004-2006)	12/28/07
		F. Mark Murphy	
	FBO006070- FBO006111	1. Distributor Summary Reports (7/3/04 – 3/15/08)	3/27/08
FBO 3, 21, 29, 30	FBO004314 – FBO004373	2. Statements of Revenue and Expenses (2004-2007)	12/28/07
FBO 3, 32	FBO004231 – FBO004234	3. W-2's (2004-2006)	12/28/07
		G. Doug Branch	
	FBO006112- FBO006153	1. Distributor Summary Reports (7/3/04 – 3/15/08)	3/27/08
FBO 3, 21, 29, 30	FBO004254 – FBO004313	2. Statements of Revenue and Expenses (2004-2007)	12/28/07
FBO 3, 32	FBO004223 – FBO004225	3. W-2's (2004-2006)	12/28/07
		H. Lew Baxter	
	FBO006180- FBO006221	1. Distributor Summary Reports (7/3/04- 3/15/08)	3/27/08
	FBO005910 – FBO005973	2. Weekly Settlement Statements and Backup Load and Adjustment Documents (Weeks 48-52, 2007)	1/30/08
FBO 3, 21, 29, 30	FBO004542 – FBO004601	3. Statements of Revenue and Expenses (2004-2007)	12/28/07
FBO 3, 32	FBO004226 – FBO004228	4. W-2's (2004-2006)	12/28/07
		I. Ricky Small	
	FBO006154- FBO006167	1. Distributor Summary Reports (7/3/04-9/24/05)	3/27/08
FBO 3, 21, 29, 30	FBO004514 – FBO004541	2. Statements of Revenue and Expenses (2004-2005)	12/28/07
FBO 3, 32	FBO004229 – FBO004230	3. W-2's (2004-2005)	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
		J. Melvin Snow	
	FBO006168- FBO006177	1. Distributor Summary Reports (7/3/04-9/10/05)	3/27/08
FBO 3, 21, 30	FBO004486 – FBO004513	2. Statements of Revenue and Expenses (2004-2005)	12/28/07
FBO 3, 32	FBO004216 – FBO004217	3. W-2's (2004-2005)	12/28/07
		K. Greg Patisaul	
	FBO006178- FBO006179	1. Distributor Summary Reports (3/19/05 – 4/16/05)	3/27/08
FBO 3, 21, 30	FBO004602 – FBO004609	2. Statements of Revenue and Expenses (2005)	12/28/07
FBO 3, 32	FBO004238	3. W-2's (2005)	12/28/07
		L. Gary Chambliss	
FBT 3, 32	FBT000019 – FBT000029 FBT000007 – FBT000017 FBT000002 – FBT000005	1. Distributor Summary Reports (1/10/04 – 1/1/05; 1/8/05 – 12/31/05; 1/7/06 – 4/22/06)	12/28/07
FBT 3, 21, 30	FBT000504 – FBT000544	2. Statements of Revenue and Expenses (2004 – 2006)	1/11/08
FBT 3, 32	FBT000018 FBT000006 FBT000001	3. W-2's (2004-2006)	12/28/07
		IV. <u>E-MAIL</u>	
	FFE000001 – FFE000012	A. Chuck Rich	1/11/08
	FFE000013 – FFE000366	B. Wayne Parmer	1/24/08
	FBOE000507 – FBOE000699	C. Steve Bordeaux	1/24/08
	FBOE000700 – FBOE001636 FBOE001637 – FBOE001638	D. Michael Lord	1/24/08 1/30/08
	FBOE000440 – FBOE000445	E. Grady Messer	1/24/08
	FBOE000306 – FBOE000389	F. Ricky Ward	1/24/08

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
	FBOE000001 – FBOE000302	G. Don Adkins	1/24/08
	FBTE001000 – FBTE001322	H. Mickey Miller	1/24/08
	FBTE001326 – FBTE001558	I. Norris McDaniel	1/24/08
	FBTE000001 – FBTE000729	J. Johnny Shepard	1/11/08
	FBTE000992 – FBTE000999	K. Smitty Stephens	1/24/08
		L. David Roach	
	FFE000367 – FFE000682	M. Jeff Strain	1/24/08
	FFE000683 – FFE000731	N. Charles Avera	1/24/08
	FFE001035 – FFE001130	O. Doug Brown	1/24/08
	FFE001131 - FFE001267	P. Bobby Massanelli	1/24/08
	FFE000732 – FFE000931 FFE001374 – FFE001456	Q. David Dodge	1/24/08
	FFE001268 – FFE001343	R. Robert Meadows	1/24/08
	FFE000932 – FFE001034	S. David Johnson	1/24/08
	FBOE000447 – FBOE000450	T. Branch 64	1/24/08
	FBOE000456 – FBOE000457	U. Branch 65	1/24/08
	FBOE000390 – FBOE000439	V. Branch 66	1/24/08
	FBOE000451 – FBOE000453	W. Jerry Woodham	1/24/08
	FBTE000730 – FBTE000991	X. Bonnie Harrison	1/24/08
		V. <u>PROSPECTIVE DISTRIBUTOR/PERSONNEL FILE</u>	
FBO 9	FBO004610 –	A. Charles Morrow	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
	FBO004719		
FBO 9	FBOMED000008 – FBOMED000023	1. Morrow Medical File	12/28/07
FBO 9	FBO004720 – FBO004818	B. Doug Branch	12/28/07
FBO 9	FBOMED000001 – FBOMED000007	1. Branch Medical File	12/28/07
FBT 9	FBT000030 – FBT000032	C. Gary Chambliss	12/28/07
		VI. <u>PROSPECTIVE DISTRIBUTOR/LEASED EMPLOYEE PAYROLL RECORDS</u>	
FBO 1, 9	FBO004819 – FBO004822	A. Michael Overton	12/28/07
FBO 1, 9	FBO004825 – FBO004827	B. Michael Smith	12/28/07
FBO 1, 9	FBO004823 – FBO004824	C. Lew Baxter	12/28/07
FBO 1, 9	FBO004828 – FBO004829	D. Dwayne Cleveland	12/28/07
FBO 1, 9	FBO004830 – FBO004835	E. Greg Patisaul	12/28/07
FBO 1, 9	FBO004836	F. James Marty Smith	12/28/07
		VII. <u>HANDHELD COMPUTER TRAINING MANUALS, PROGRAMS AND POLICIES</u>	
FBO 3, 5, 14, 33	FBO005251 – FBO005261	A. 12/7/05 memo from Michael Lord to Independent Distributors re: HHC III and administration fee increase and receipts by ID's	12/28/07
FBO 3, 5, 14, 19 FF 30(b)(6) 8, 9 30(b)(6) 8, 9	FF000001 – FF000183 FBO005262 – FBO005439	B. HandHeld III Distributor Training Class presentation (effective 6/13/07) HandHeld III Distributor Training Class presentation (FB/Opelika)	12/28/07
FF 11, 14 30(b)(6) 8, 9	FBO005045 – FBO005129	C. HHC II Materials (9/23/96)	12/28/07
		VIII. <u>PAY-BY-SCAN TRAINING MANUALS, PROGRAMS/POLICIES</u>	
FF 6 30(b)(6) 6	FF000650 – FF000665	A. Scan Based Trading Agreement with Winn-Dixie	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
	FF002854- FF002860	Scan Based Trading Vendor Agreement Worksheet (Target) (2003)(w/Target Stores Scan Based Trading Terms and Conditions)	3/27/08
FF 26, 38, 39; 30(b)(6) 6	FF000753 – FF000758	B. Wal-Mart & Flowers Pay from Scan Process Protocol Agreement	1/11/08
	FF002924- FF002929	C. Sodexo Agreement (Amendment Number 3)	3/27/08
	FF002880- FF002906	D. Supplier Business Relationship Agreement (Sonic)(11/1/06), Vendor Acknowledgement of Code of Conduct and Ethics of Sonic and Subsidiaries, Sonic Business Relationship Agreement Addendum (11/1/06)	3/27/08
	FF002907- FF002923	E. Chick-Fil-A, Inc. Master Vendor Agreement effective 1/1/07	3/27/08
	FF002930- FF002941	F. Private Label Agreement (Southern Family Markets) effective 7/28/06	3/27/08
		IX. <u>DISTRIBUTOR RECRUITMENT/ORIENTATION/TRAINING DOCUMENTS</u>	
FBO 3, 5, 18- 19, 21, 30 30(b)(6) 5, 8, 9	FBO005613 – FBO005715	A. Independent Distributor Development Program © 2000	12/28/07
FBO 3, 5, 19, 21, 30 30(b)(6) 4, 5, 8-10	FBO005475 – FBO005553	B. Flowers Bakeries Inc. Independent Distributor Development Program	12/28/07
FBO 3, 5, 14, 18-19, 21, 30 30(b)(6) 4, 5, 8-10	FBO005440 – FBO005474	C. 9/00 Current and prospective Independent Distributor Field Orientation Manual	12/28/07
FBO 3, 18 30(b)(6) 4, 5, 8, 10	FBO005716 – FBO005717	D. Flowers Foods Bakeries Group – Build your own business pamphlet given to independent distributors	12/28/07
FBT 3, 5, 14, 18-19, 21, 30 30(b)(6) 4, 5, 8-10	FBT000247 – FBT000281	E. 9/00 Prospective Distributor Field Orientation Manual	12/28/07
FBT 3, 5, 19, 21, 30 30(b)(6) 4, 5, 8-10	FBT000282 – FBT000344	F. FBC of Thomasville Independent Distributor Program (undated)	12/28/07
30(b)(6) 4, 5, 8-10	FF000380 – FF000414	G. 9/00 Prospective Distributor Field Orientation Manual	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
30(b)(6) 4, 5, 8-10	FF000280 – FF000299	H. Distributor Program Slides 8/06	12/28/07
30(b)(6) 4, 5, 8-10	FF000315 – FF000331	I. Understanding Distributor Statements presentation	12/28/07
30(b)(6) 3, 5, 8	FF000332 – FF000379	J. Recruiting/Training/Retention Presentation (Opelika Management Training May 2006)	12/28/07
30(b)(6) 1-3, 5, 8, 11; FF 30	FF000300 – FF000314	K. Managing Your Business Through Independent Distributors (updated 6/02)	12/28/07
30(b)(6) 4, 5, 8-10	FF000666 – FF000752 & DVD	L. Independent Distributor Development Program (Chuck Rich Director, Distributor Operations) Binder with DVD titled: Independent Distributor Development	12/28/07
FBO 3, 19, 30	FBO005554 – FBO005612	M. Flowers Baking Co. of Opelika Independent Distributor Program 05/06	12/28/07
FBO 3	1 DVD	N. Independent Distributors Recruiting Videos (revised 10-16-01)	12/28/07
FBT 3, 19, 30; 30(b)(6) 10	FBT000545 – FBT000604	O. New Distributor Orientation Presentation (1/21/04)	1/11/08
		X. <u>MANAGEMENT TRAINING DOCUMENTS (OTHER THAN HANDHELD AND PBS)</u>	
FBO 3, 19 30(b)(6) 4, 8-10	FBO005729 – FBO005732	A. 5/7/01 Chuck Rich memo to Adkins et al. re: SAP Distributor Statement Explanation	12/28/07
FBO 3 30(b)(6) 3, 5, 8	FBO005733 – FBO005779	B. 05/06 Wayne Parmer Recruiting/Training/Retention presentation	12/28/07
FBO 3, 30 30(b)(6) 1-3, 5, 8, 11	FBO005780 – FBO005817	C. 9/26/07 Rich "Managing Your Business Through Independent Distributors"	12/28/07
		D. Flowers Independent Distributor Program Partners in Profit ©2000	
		E. 8/16/95 Chapman/Rich presentation on Independent Distributor Program	
FBO 3, 30	FBO005718 – FBO005728	F. Undated Distributorship Questionnaire	12/28/07
	FBT001006 – FBT001322	G. 2004 Sales Management Seminar Thomasville Plant (March 9 & 10, 2004)	1/11/08
		XI. <u>DISTRIBUTOR COORDINATOR NOTEBOOKS AND REFERENCE MATERIALS</u>	
FBO 3-5, 16-18, 23-25, 29-33 30(b)(6) 3-5,	FBO004837 – FBO005044	A. Distributor Coordinator Manual (Opelika 3/06)	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
8-10			
FBT 3-5, 16-18, 23-25, 29-32; FF 30(b)(6) 3-5, 8-10	FBT000734 – FBT001005	B. Distributor Coordinator Manual (Thomasville) Oct. 2007	1/11/08
FF 30(b)(6) 3-5, 8-10	FF002310 – FF002625	C. Distributor Coordinator Manual (Chuck Rich 3/06)	1/11/08
FF 30(b)(6) 3-5, 8-10	FF002031 – FF002309	D. Distributor Coordinator Manual (Chuck Rich 10/07)	1/11/08
		XII. <u>FORM AGREEMENTS/MODEL FORMS</u>	
FBO 3, 5, 7, 10, 16-17, 23-25, 29-33, 39 30(b)(6) 1, 2, 11	FBO003116 – FBO003182	A. Sample Opelika Distributor Pro Forma	12/28/07
FBO 3, 5, 17, 19, 29 30(b)(6) 4, 10 30(b)(6) 9, 10	FBO003183 – FBO003186 FBO003188 – FBO003189	B. Form – Weekly Settlement statements with PBS and non-PBS - 1/07 Subsidy Guidelines and Form Letter -	12/28/07
FBO 3, 5, 17	FBO003187	C. – Authorization – Opelika – Independent Distributor Truck	Not Produced 12/28/07
FBO 3, 5, 7, 10, 16-17, 23-25, 27, 30-33, 39 30(b)(6) 1-2, 11	FBO003018 – FBO003108	D. Form Agreements	12/28/07
FBO 3, 5, 14, 17-19, 24-25, 29 – 30 30(b)(6) 4, 10	FBO003109 – FBO003115	E. Flowers Baking Co. of Opelika Distributor checklist	12/28/07
		XIII. <u>IMPLEMENTATION/CONVERSION DOCUMENTS</u>	
FF 10, 30, 32, 33 30(b)(6) 1, 2, 11	FF000572 – FF000649	A. Chuck Rich Opelika File	12/28/07
FBO 3,5, 10, 16, 30 30(b)(6) 1, 2, 11	FBO003190 – FBO003219	B. Curtis Chapman to Flowers Baking Co. of Opelika Sales Managers re: Independent Distributor Basics 94	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
FBO 3, 5, 10, 16-17, 30 30(b)(6) 1, 2, 11	FBO003220 – FBO003246	C. Misc. Documents from 1994 Karyl Lauder Partners in Progress Notebook 1	12/28/07
FBO 3, 10, 16, 30 30(b)(6) 1, 2, 11	FBO003555 – FBO003572	D. Route to Distributor Pro Forma – Preliminary 5/27/94	12/28/07
FF 10, 30, 32 30(b)(6) 1, 2, 11	FF000539 – FF000542	E. 1/4/52 Letter from Robert C. Farelli of Albertson, Shelton & Simmons to Commission of Internal Revenue	12/28/07
FF 10, 30 30(b)(6) 1, 2, 11	FF000543 – FF000557	F. 4/17/85 Letter from John Anderson of Arnold and Anderson to John Turner of Price Waterhouse enclosing form Distributor Agreement	12/28/07
FF 10, 30 30(b)(6) 1, 2, 11	FF000558 – FF000571	G. Form Distributor Agreement of Holsum Bakery, Inc. (1983)	12/28/07
FF 10, 30, 32, 33 30(b)(6) 1, 2, 11	FF000475 – FF000488	H. 11/10/88 Letter to Ken Clark of James Frick, enclosing letter of 11/9/88 from Steve Avera to James Fricke	12/28/07
FF 10, 30, 33 30(b)(6) 1, 2, 11	FF000415 – FF000421	I. 1986 Curtis Chapman Meeting Outline (“First Meeting – Management Personnel”); 1986 Curtis Chapman Meeting Outline (“Sales Personnel – Management Personnel”); 1986 Curtis Chapman Meeting Outline (“Flowers Program for Successful Independent Distributor”)	12/28/07
FF 10, 30, 32-33 30(b)(6) 1, 2, 11	FF000489 – FF000538	J. 6/19/86 Letter from James London of Hansell & Post to the Internal Revenue Service (discusses reasons for conversion to independent distributors)	12/28/07
FF 10, 30 30(b)(6) 1, 2, 11	FF000184 – FF000279	K. Thomasville 1994 Conversion File	12/28/07
FF 10, 30, 33 30(b)(6) 1, 2, 11	FF000422 – FF000442	L. W. Va. Baking Co. v. Chauffeurs, Teamsters, Warehousemen & Helpers, Local Union No. 175, 299 N.L.R.B. 306 (1990), aff’d, No. 90-1465, 1991 U.S. App. LEXIS 8582 (D.C. Cir. Apr. 30, 1991)	12/28/07
FF 10, 30 30(b)(6) 1, 2, 11	FF000461 – FF000474	M. Holsum Bakery, Inc. Distributor Agreement (1983)	12/28/07
FF 10, 30 30(b)(6) 1, 2, 11	FF000443 – FF000460	N. TastyKake, Inc. Distributor’s Agreement (1987)	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
FBT 3, 5, 10, 16, 30; FF 30(b)(6) 1-2, 11	FBT000669 – FBT000671	O. Checklist for Potential Distributors (9/14/94)	1/11/08
FBT 3, 5, 10, 30; FF 30(b)(6) 1-2, 11	FBT000485 – FBT000500	P. Distributor Program Index and Info	1/11/08
		XIV. NATIONAL ACCOUNTS	
FBO 26, 38, 39 30(b)(6) 6	FBO003262 – FBO003281	A. Wal-Mart Pricing E-mail examples 8/07 & 10/07	12/28/07
FBO 38, 39 30(b)(6) 6	FBO003247 – FBO003261	B. National Account e-mail examples 8/07 – 10/07	12/28/07
FBO 38, 39 30(b)(6) 6	FBO003282 – FBO003287	C. 6/07 Winn Dixie Pricing Example	12/28/07
FBT 37	FBT000605 – FBT000613	D. Mickey's "Weekly Feature" folder	1/11/08
	FF002758 – FF002760	E. Representative Foodservice Pricing Information (Chick-Fil-A; Hardee's and Hooter's only)	1/24/08
		XV. OUT-OF-STATE PRODUCTS	
FBO 3,7, 21, 28, 30, 36	FBO005137 – FBO005142	A. Charles Morrow	12/28/07
FBO 3,7, 21, 28, 30, 36	FBO005143 – FBO005146	B. Michael Overton	12/28/07
	FBO005136 – FBO005136	C. James M. Smith	12/28/07
FBO 3,7, 21, 28, 30, 36	FBO005147 – FBO005164	D. Dwayne Cleveland	12/28/07
FBO 3,7, 21, 28, 30, 36	FBO005165 – FBO005174	E. Michael Smith	12/28/07
FBO 3,7, 21, 28, 30, 36	FBO005175 – FBO005189	F. Mark Murphy	12/28/07
FBO 3,7, 21, 28, 30, 36	FBO005190 – FBO005213	G. Doug Branch	12/28/07
FBO 3,7, 21, 28, 30, 36	FBO005214 – FBO005235	H. Lew Baxter	12/28/07
FBO 3,7, 21, 28, 30, 36	FBO005236 – FBO005240	I. Ricky Small	12/28/07
FBO 3,7, 21, 28, 30, 36	FBO004251 – FBO005245	J. Melvin Snow	12/28/07
FBO 3,7, 21,	FBO005246 –	K. Greg Patisaul	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
28, 30, 36	FBO005250		
FBT 3, 7, 21, 28, 30; FF 21, 28, 30	FBT000672 – FBT000683	L. Gary Chambliss	1/11/08
		XVI. MISCELLANEOUS DISTRIBUTOR CORRESPONDENCE AND DOCUMENTS	
		A. Opelika	
FBO 3, 21, 30	FBO003371	1. Newsletter Article re: sales efforts of Morrow	12/28/07
FBO 3	FBO003372 – FBO003389	2. Sample paper adds and cuts	12/28/07
FBO 3, 5	FBO003410	3. 8/27/04 Memo from Steve Bordeaux re: Prospective Distributor in training rate of pay	12/28/07
FBO 3	FBO003411	4. Let's Talk Distributor Meetings 2005	12/28/07
FBO 3	FBO003412	5. New Procedures for Adds and Cuts (10/9)	12/28/07
FBO 3, 15 30(b)(6) 8	FBO003390 – FBO003409	6. Data Discovery Order Forecasting Intro and Review Presentation 6/15/05	12/28/07
FBO 3, 5 30(b)(6) 5, 8	FBO003413 – FBO003547	7. Optional Distributor Benefit Plans (Opelika)	12/28/07
FBO 3, 21, 30	FBO003319 – FBO003330	8. Distributor promotions/contests 05/07	12/28/07
FBO 3, 21, 30	FBO003295 – FBO003318	9. 2005/2006 Roman Meal, Nature's Own, Wal-Mart Contests, 2003 Nature's Own Contest, 2001/2000 Bread Promotions	12/28/07
FBO 3, 5	FBO003548 – FBO003552	10. Poster and Pamphlet re: benefits information	12/28/07
FBO 3	FBO003331 – FBO003336	11. Let's Talk agenda and notes from Bordeaux files 2000-2003, 2005	12/28/07
FBO 1,3, 5	FBO003553 – FBO003554	12. 1999-2004 memos re extra person and prospective distributor pay	12/28/07
FBO 3, 5	FBO003576 – FBO003581	13. Miscellaneous memos Lord and Bordeaux to Independent Distributors 2005-2007	12/28/07
FBO 3	FBO003574 – FBO003575	14. Order & Adds Cut Schedule posted in warehouses	12/28/07
FBO 3, 5 30(b)(6) 5, 8	FBO003337 – FBO003370	15. Hartford Disability enrollment form and brochure and other miscellaneous Info DA now ID	12/28/07
FBO 3	FBO003573	16. Truck maintenance reminder poster	12/28/07
FBO 3, 4, 10, 13, 16, 17 30(b)(6) 1-2, 11	FBO003582 – FBO004114	17. Old Pro Formas, Territory Descriptions, Maps, Accounting Listing	12/28/07

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
FBO 3, 5 30(b)(6) 6	FBO003291 – FBO003293	18. 12/06 Publix Guidelines – Identification and Dress Code	12/28/07
FBO 3,5 30(b)(6) 4, 9, 10	FBO003294	19. 02/08/07 Parmer Lord e-mail on subsidy issue	12/28/07
FBO 3, 5	FBO003288	20. 9/18/02 Bordeaux memo to Independent Distributors re: Daily Fee to Operate Territory	12/28/07
FBO 9	FBO003289	21. Extra Salesperson Job Description	12/28/07
	FF002815 – FF002826	22. Balance Sheet and Income Statement for Flowers Baking Co. of Opelika, LLC (2007)	1/30/08
	FBO006226 - FBO006242	23. Miscellaneous Correspondence with IRS related to Doug Branch and Ricky Small	3/27/08
	FBO006222	24. Warehouse Information for Plaintiffs	3/27/08
		B. Thomasville	
FBT 3, 21, 30	FBT000345 – FBT000478	1. Miscellaneous Contest Information	12/28/07
FBT 30	FBT000684 – FBT000700	2. Mickey's "Holiday Ordering" folder	1/11/08
FBT 3	FBT000479 – FBT000484	3. Mickey's "Big Week" folder	1/11/08
FBT 3, 21, 30	FBT000701 – FBT000733	4. Mickey's "Contest" Information	1/11/08
FBT 3, 5, 10, 16, 17, 19, 29, 30; FF 30(b)(6) 1- 3, 5, 7-11	FBT000614 – FBT000668	5. Mickey's "Distributors" Folder	1/11/08
	FF002803 – FF002814	6. Balance Statement and Income Statement for Flowers Baking Co. of Thomasville, LLC (2007)	1/30/08
	FBT001324 - FBT001375	7. <i>Quarles, et al. v. Flowers Foods, Inc., et al.</i> – FB/Miami's Motion for Partial Summary Judgment; Joint Motion for Approval of Plaintiffs' FLSA Claims Pursuant to Stipulated Consent Judgment; Joint Memo in Support of Joint Motion for Court Approval of Plaintiffs' FLSA Claims Pursuant to Stipulated Consent Judgment; Order (1) Granting Joint Motion for Approval of Dismissal with Prejudice of Plaintiffs' Claims, (2) Providing Notice of Court Practice Upon Settlement, and (3) Closing Case; Joint Stipulation of Dismissal; with Prejudice; Final Order of Dismissal with	3/27/08

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
		Prejudice	
	FBT001323	8. Warehouse Info for Chambliss	3/27/08
		C. Flowers Foods	
	FF002758a - FF002802	1. Consolidated Financial Statements of Flowers Foods, Inc. and its Subsidiaries 2006 Annual Report (pages F-1 – F-44 & Schedule II)	1/30/08
	FF002827 – FF002843	2. Sample Payment Report reflecting allocation of Wal-Mart payment by subsidiary	1/30/08
	FF002844 – FF002853	3. Annotated Weekly Settlement Statement and Backup Pay-By-Scan Documents	1/30/08
	FF002942 - FF002993	4. <i>Quarles, et al. v. Flowers Foods, Inc., et al.</i> – FB/Miami’s Motion for Partial Summary Judgment; Joint Motion for Approval of Plaintiffs’ FLSA Claims Pursuant to Stipulated Consent Judgment; Joint Memo in Support of Joint Motion for Court Approval of Plaintiffs’ FLSA Claims Pursuant to Stipulated Consent Judgment; Order (1) Granting Joint Motion for Approval of Dismissal with Prejudice of Plaintiffs’ Claims, (2) Providing Notice of Court Practice Upon Settlement, and (3) Closing Case; Joint Stipulation of Dismissal; with Prejudice; Final Order of Dismissal with Prejudice	3/27/08
	FF000759 – FF002030	XVII. Chuck Rich Electronic Files (for detailed log, see doc #5410096)	1/11/08
	FF002626 – FF002757	XVIII. Wayne Parmer Electronic Files (see separate logs for detailed contents of Opelika – Doc#5431972); Thomasville – Doc#5431570)	1/24/08
		XIX. DOCUMENTS RECEIVED FROM NON-PARTY SUBPOENA	
	FBO006902 - FBO006985 FBO006528 - FBO006544	A. Charles Morrow 1. Frank Jones, CPA 2. Capitol Chevrolet	4/9/2008
	FBO006789 – FBO006859	B. Michael Overton 1. Five Star Foods	4/9/2008
	FBO006705 - FBO006757 FBO006243 -	C. James M. Smith 1. Wal-Mart	4/9/2008

<u>Resp to RFP #</u>	<u>Total Range</u>	<u>Description of Document/File</u>	<u>Date Produced</u>
	FBO006264 FBO006758 - FBO006760 FBO006998 - FBO006704 FBO006761 - FBO006763	2. Security Pest Control 3. Town of Wadley 4. Superior Pest 5. Comunicom	
	FBO006986 - FBO007098 FBO006545 - FBO006997	D. Dwayne Cleveland 1. Frank Jones, CPA 2. McConnell Honda	4/9/2008
	FBO006764 - FBO006785 FBO006265 - FBO006483 FBO006786 - FBO006788	E. Michael Smith 1. Bentler Automotive 2. A Walton, CPA 3. Russell Corporation	4/9/2008
	FBO007099 - FBO007192	F. Lew Baxter 1. Frank Jones, CPA	4/9/2008
	FBO006860 - FBO006883 FBO006884 - FBO006885	1. Ricky Small 4. BE&K Construction 5. Wal-Mart	4/9/2008
	FBO007193 - FBO007223 FBO006886 - FBO006901	I. Melvin Snow 1. Frank Jones, CPA 2. Phillies Cigar	4/9/2008
	FBT001376 FBT001377 - FBT001888	I. Gary Chambliss 1. McKee Foods 2. Lanigan & Associates Tax Records	4/9/2008

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December 28, 2007

Joseph P. Guglielmo
Whatley Drake & Kallas LLC
1540 Broadway, 37th Floor
New York, New York 10036

RE: Morrow, et al. v. Flowers Foods, Inc. et al.
United States District Court, Middle District of Alabama
Civil Action No.: 3:07-cv-00617-MHT

Dear Joe:

Enclosed are the following documents we are producing today that are responsive to the Fed.R.Civ.P. Rule 30(b)(6) document request:

1. Flowers Foods' Production: All non-privileged documents concerning Flowers Foods' (then Flowers Industries, Inc.) involvement in the development of the independent distributor business model for use by certain of its subsidiaries, including the reasons for converting from employee route salespersons to this business model, and Flowers Foods' involvement in the actual conversion of employee route salespersons to independent contractors at Flowers/Opelika and Flowers/Thomasville.

Response: See responsive documents contained in Managing Your Business Through Independent Distributors (updated June 2002) (Bates Range FF000300-FF000314); 9/26/07 Managing Your Business Through Independent Distributors (Bates Range FBO005780-FBO005817); sample Opelika distributor proforma (Bates Range FBO003116-FBO003182); Chuck Rich Opelika file (Bates Range FF000572-FF000640); Curtis Chapman to Flowers Baking Company of Opelika sales managers regarding independent distributor basics (Bates Range FBO003190-FBO003219); miscellaneous documents from 1994 Karyl Lauder Partners in Progress Notebook (Bates Range FBO003220-FBO003246); route to distributor proforma preliminary 5/27/94 (Bates Range FBO003555-FBO003572); 1/4/52 letter from Robert C. Fanelli to Commissioner of Internal Revenue (Bates Range FF000539-FF000542); 4/17/85 letter from John Anderson to John Turner enclosing form distributor agreement (Bates

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Range FF000543-FF000557); form distributor agreement of Holsum Bakery, Inc. 1983 (Bates Range FF000558-FF000571); 11/10/88 letter to Ken Clark enclosing 11/9/88 letter from Steve Avera to James Fricke (Bates Range FF000475-FF000488); 1986 Curtis Chapman meeting outline (first meeting – management personnel; sales personnel-management personnel; and Flowers Program for Successful Independent Distributors) (Bates Range FF000415-FF000421); 6/19/86 letter from James Landon to the IRS (Bates Range FF000489-FF000538); Thomasville 1994 conversion file – Chuck Rich (Bates Range FF000184-FF000279); West Virginia Baking Company, 299 N.L.R.B. 306 (1990) (affirmed) 1991 U.S. App. Lexis 8582 (D.C. Cir. 1991) (Bates Range FF000422-FF000442); Holsum Bakery, Inc. Distributor Agreement 1983 (Bates Range FF000461-FF000474); Tasty Kake, Inc. Distributors Agreement 1987 (Bates Range FF000443-FF000460); old proformas, territory descriptions, maps, and accounting listing (Bates Range FBO003582-FBO004114); form agreements (Bates Range FBO003018-FBO003108).

2. Flowers Foods' Production: All non-privileged documents concerning Flowers Foods' (then Flowers Industries, Inc.) involvement in the development of the independent distributor business model for use by certain of its subsidiaries, including the reasons for converting from employee route salespersons to this business model, and Flowers Foods' involvement in the actual conversion of employee route salespersons to independent contractors at Flowers/Opelika and Flowers/Thomasville.

Response: See responsive documents contained in Managing Your Business Through Independent Distributors (updated June 2002) (Bates Range FF000300-FF000314); 9/26/07 Managing Your Business Through Independent Distributors (Bates Range FBO005780-FBO005817); sample Opelika distributor proforma (Bates Range FBO003116-FBO003182); Chuck Rich Opelika file (Bates Range FF000572-FF000640); Curtis Chapman to Flowers Baking Company of Opelika sales managers regarding independent distributor basics (Bates Range FBO003190-FBO003219); miscellaneous documents from 1994 Karyl Lauder Partners in Progress Notebook (Bates Range FBO003220-FBO003246); route to distributor proforma preliminary 5/27/94 (Bates Range FBO003555-FBO003572); 1/4/52 letter from Robert C. Fanelli to Commission of Internal Revenue (Bates Range FF000539-FF000542); 4/17/85 letter from John Anderson to John Turner enclosing form distributor agreement (Bates Range FF000543-FF000557); form distributor agreement of Holsum Bakery, Inc. 1983 (Bates Range FF000558-FF000571); 11/10/88 letter to Ken Clark enclosing 11/9/88 letter from Steve Avera to James Fricke (Bates Range FF000475-FF000488); 1986 Curtis Chapman meeting outline (first meeting – management personnel; sales personnel-management personnel; and Flowers Program for Successful Independent Distributors) (Bates Range FF000415-FF000421); 6/19/86 letter from James Landon to the IRS (Bates Range FF000489-FF000538); Thomasville 1994 conversion file – Chuck Rich (Bates Range

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FF000184-FF000279); West Virginia Baking Company, 299 N.L.R.B. 306 (1990) (affirmed) 1991 U.S. App. Lexis 8582 (D.C. Cir. 1991) (Bates Range FF000422-FF000442); Holsum Bakery, Inc. Distributor Agreement 1983 (Bates Range FF000461-FF000474); Tasty Kake, Inc. Distributors Agreement 1987 (Bates Range FF000443-FF000460); old proformas, territory descriptions, maps, and accounting listing (Bates Range FBO003582-FBO004114); form agreements (Bates Range FBO003018-FBO003108).

3. Flowers Foods' Production: All non-privileged documents concerning Flowers Foods' involvement in decisions made by Flowers/Opelika and Flowers/Thomasville to engage or utilize independent distributors or employee route salespersons, including any guidelines, policies, or other such parameters that might affect Flowers/Opelika's and Flowers/Thomasville's decision making from July 2, 2004 to date.

Response: See responsive documents contained in recruiting/training/retention presentation May 2006 (Bates Range FF000332-FF000379); Managing Your Business Through Independent Distributors (updated June 2002) (Bates Range FF000300-FF000314); 5/2006 Wayne Parmer recruiting/training/retention presentation (Bates Range FF000332-FF000379); 9/26/07 Managing Your Business Through Independent Distributors (Bates Range FBO005780-FBO005817); Distributor Coordinator Manual (Opelika March 2006) (Bates Range FBO004837-FBO005044).

4. Flowers Foods' Production: Copies of any form agreements between Flowers/Opelika and its independent distributors and Flowers/Thomasville and its independent distributors from July 2, 2004 to date.

Response: See responsive documents contained in Distributor Coordinator Manual (Opelika March 2006) (Bates Range FBO004837-FBO005044). Also see responsive documents in the response to Request No. 10 below.

5. Flowers Foods' Production: Non-privileged documents concerning policies, procedures and guidelines developed for Flowers/Opelika's and Flowers/Thomasville's use in retaining independent distributors from July 2, 2004 to date.

Response: See responsive documents contained in recruiting/training/retention presentation (May 2006) (Bates Range FF000332-FF000379); Managing Your Business Through Independent Distributors (updated June 2002) (Bates Range FF000300-FF000314); 5/2006 Wayne Parmer recruiting/training/retention presentation (Bates Range FBO005733-FBO005779); 9/26/07 Managing Your Business Through Independent Distributors (Bates Range FBO005780-FBO005817); Distributor Coordinator

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Manual (Opelika March 2006) (Bates Range FBO004837-FBO005044); optional distributor benefit plans (Opelika) (Bates Range FBO003413-FBO003547); Hartford disability brochure (Bates Range FBO00337-FBO003370); Independent Distributor Development Program (Bates Range FBO005613-FBO005715); Flowers Bakeries, Inc. Independent Distributor Development Program (Bates Range FBO005475-FBO005553); September 2000 Current and Prospective Independent Distributor Field Orientation Manual (Bates Range FBO005440-FBO005474); Flowers Foods Bakeries Group - Build Your Own Business Manual (Bates Range FBO005716-FBO005717); September 2000 Prospective Distributor Field Orientation Manual (Bates Range FBT000247-FBT000281); FBC of Thomasville Independent Distributor Program (Bates Range FBT000282-FBT000344); September 2000 Prospective Distributor Field Orientation Manual (Bates Range FF000380-FF000414); Distributor Program Slides August 2006 (Bates Range FF000280-FF000299); Understanding Distributor Statement Presentation (Bates Range FF000315-FF000331); Independent Distributor Development Program (Bates Range FF000666-FF000752).

6. Flowers Foods Production: Representative non-privileged documents concerning Flowers Foods' involvement in national accounts serviced by Plaintiffs from July 2, 2004 to date.

Response: See responsive documents contained in Scan Based Trading Agreement with Winn-Dixie (Bates Range FF000650-FF000665); Wal-Mart pricing e-mail examples August and October 2007 (Bates Range FBO003262-FBO003281); National account e-mail examples August 2007-October 2007 (Bates Range FBO003247-FBO003261); June 2007 Winn-Dixie pricing example (Bates Range FBO003282-FBO003287); December 2006 Publix guidelines (Bates Range FBO003291-FBO003293).

7. Flowers Foods' Production: Representative non-privileged documents describing the responsibility of loss by Flowers Foods for any products sold by Flowers/Opelika and Flowers/Thomasville independent distributors from July 2, 2004 to date.

Response: None at this time. This response will be supplemented once representative responsive documents have been compiled.

8. Flowers Foods' Production: Any non-privileged documents concerning Flowers Foods' involvement in the engagement or termination of independent distributors by Flowers/Opelika and Flowers/Thomasville from July 2, 2004 to date and representative documents concerning the accounting methodology utilized by Flowers/Opelika and Flowers/Thomasville for distributor accounting from July 2, 2004 to date.

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Response: See responsive documents contained in Handheld 3 distributor training class presentation (effective 6/13/07) (Bates Range FF000001-FF000183); Handheld 3 Distributor Training Class Presentation (Bates Range FBO005262-FBO005439); HHCII Materials (9/23/96) (Bates Range FBO005045-FBO005129)¹; Understanding Distributor Statement Presentation (Bates Range FF000315-FF000331); Chuck Rich memo to Adkins and others re: SAP distributor explanation (5/7/01) (Bates Range FBO005729-FBO005732); Distributor Coordinator Manual (Opelika March 2006) (Bates Range FBO004837-FBO005044); data discovery order forecasting Intro and review presentation 6/15/05 (Bates Range FBO003390-FBO003409); optional distributor benefit plans (Opelika) (Bates Range FBO003413-FBO003547); Hartford disability brochure (Bates Range FBO00337-FBO003370). Also see responsive documents in the response to Request Nos. 3 and 5 above. This response will be supplemented with additional documents concerning the accounting methodology utilized by Flowers/Opelika and Flowers/Thomasville for distributor accounting from July 2, 2004 to date.

9. Flowers Foods' Production: Any non-privileged documents regarding Flowers Foods' involvement in the creation and implementation of any operating manuals and independent distributor agreements utilized by Flowers/Opelika and Flowers/Thomasville from July 2, 2004 to date.

Response: See responsive documents contained in handheld 3 distributor training class presentation (effective 6/13/07) (Bates Range FF000001-FF000183); Handheld 3 Distributor Training Class Presentation (FBO005262-FBO005439); HHCII Materials (9/23/96) (Bates Range FBO005045-FBO005129)²; Chuck Rich memo to Adkins and others re: SAP distributor explanation (5/7/01) (Bates Range FBO005729-FBO005732); Distributor Coordinator Manual (Opelika March 2006) (Bates Range FBO004837-FBO005044); January 2007 subsidy guidelines and form letter (Bates Range FBO003188-FBO003189); 2/8/07 Parmer to Lord e-mail on subsidy issue (Bates Range FBO003294); Independent Distributor Development Program (Bates Range FBO0005613-FBO005715); Flowers Bakeries, Inc. Independent Distributor Development Program (Bates Range FBO005475-FBO005553); September 2000 Current and Prospective Independent Distributor Field Orientation Manual (Bates Range FBO005440-FBO005474); September 2000 Prospective Distributor Field Orientation Manual (Bates Range FBT000247-FBT000281); FBC of Thomasville Independent Distributor Program (Bates Range FBT000282-FBT000344); September 2000 Prospective Distributor Field Orientation Manual (Bates Range FF000380-FF000414); Distributor Program Slides August 2006 (Bates Range FF000280-FF000299); Understanding Distributor Statement Presentation (Bates Range FF000315-FF000331);

¹ This document is mislabeled. It is produced by Flowers Foods.

² This document is mislabeled. It is produced by Flowers Foods.

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Independent Distributor Development Program (Bates Range FF000666-FF000752).

10. Flowers Foods' Production: Copies of any form agreements and manuals utilized by Flowers/Opelika and Flowers/Thomasville with respect to Independent distributors from July 2, 2004 to date.

Response: See responsive documents contained in Independent Distributor Development Program (Bates Range FBO005613-FBO005715); Flowers Bakeries, Inc. Independent Distributor Development Program (Bates Range FBO005475-FBO005553); September 2000 Current and Prospective Independent Distributor Field Orientation Manual (Bates Range FBO005440-FBO005474); Flowers Foods Bakeries Group – Build Your Own Business Pamphlet (Bates Range FBO005716-FBO005717); September 2000 Prospective Distributor Field Orientation Manual (Bates Range FBT000247-FBT000281); FBC of Thomasville Independent Distributor Program (Bates Range FBT000282-FBT000344); September 2000 Prospective Distributor Field Orientation Manual (Bates Range FF000380-FF000414); Distributor Program Slides 8/06 (Bates Range FF000280-FF000299); Understanding Distributor Statement Presentation (Bates Range FF000315-FF000331); Independent Distributor Development Program (Bates Range FF000666-FF000752); Chuck Rich memo to Adkins and others re: SAP distributor explanation (5/7/01) (Bates Range FBO005729-FBO005732); Distributor Coordinator Manual (Opelika March 2006) (Bates Range FBO004837-FBO005044); weekly settlement statements with PBS and non-PBS (Bates Range FBO003183-FBO003186); January 2007 subsidy guidelines and form letter (Bates Range FBO003188-FBO003189); Flowers Baking Company of Opelika Distributor checklist (Bates Range FBO003109-FBO003115); 2/8/07 Parmer to Lord e-mail on subsidy issue (Bates Range FBO003294).

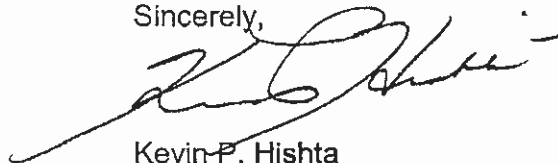
11. Flowers Foods' Production: All non-privileged documents concerning Flowers Foods' (then Flowers Industries, Inc.) involvement in the development of the independent distributor business model for use by certain of its subsidiaries, including the reasons for converting from employee route salespersons to this business model, and Flowers Foods' involvement in the actual conversion of employee route salespersons to independent contractors at Flowers/Opelika and Flowers/Thomasville.

Response: See responsive documents contained in Managing Your Business Through Independent Distributors (updated June 2002) (Bates Range FF000300-FF000314); 9/26/07 Managing Your Business Through Independent Distributors (Bates Range FBO005780-FBO005817; sample Opelika distributor proforma (Bates Range FBO003116-FBO003182); Chuck Rich Opelika file (Bates Range FF000572-FF000640); Curtis Chapman to Flowers Baking Company of Opelika sales managers regarding independent distributor basics

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December 28, 2007
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(Bates Range FBO003190-FBO003219); miscellaneous documents from 1994 Karyl Lauder Partners in Progress Notebook (Bates Range FBO003220-FBO003246); route to distributor proforma preliminary 5/27/94 (Bates Range FBO003555-FBO003572); 1/4/52 letter from Robert C. Fanelli to Commission of Internal Revenue (Bates Range FF000539-FF000542); 4/17/85 letter from John Anderson to John Turner enclosing form distributor agreement (Bates Range FF000543-FF000557); form distributor agreement of Holsum Bakery, Inc. 1983 (Bates Range FF000558-FF000571); 11/10/88 letter to Ken Clark enclosing 11/9/88 letter from Steve Avera to James Fricke (Bates Range FF000475-FF000488); 1986 Curtis Chapman meeting outline (first meeting – management personnel; sales personnel-management personnel; and Flowers Program for Successful Independent Distributors) (Bates Range FF000415-FF000421); 6/19/86 letter from James Landon to the IRS (Bates Range FF000489-FF000538); Thomasville 1994 conversion file – Chuck Rich (Bates Range FF000184-FF000279); West Virginia Baking Company, 299 N.L.R.B. 306 (1990) (affirmed) 1991 U.S. App. Lexis 8582 (D.C. Cir. 1991) (Bates Range FF000422-FF000442); Holsum Bakery, Inc. Distributor Agreement 1983 (Bates Range FF000461-FF000474); Tasty Kake, Inc. Distributors Agreement 1987 (Bates Range FF000443-FF000460); old proformas, territory descriptions, maps, and accounting listing (Bates Range FBO003582-FBO004114); form agreements (Bates Range FBO003018-FBO003108).

Sincerely,

A handwritten signature in black ink, appearing to read 'Kevin P. Hishta', written over a horizontal line.

Kevin P. Hishta

KPH:wf



**OGLETREE, DEAKINS,
NASH,
SMOAK & STEWART,
P.C.**

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January 11, 2008

Via Electronic Mail and Federal Express

Joseph P. Guglielmo
Whatley Drake & Kallas LLC
1540 Broadway, 37th Floor
New York, New York 10036

Re: Charles Morrow, *et al.* v. Flowers Foods, Inc., *et al.*
Civil Action No. 3:07-cv-00617-MHT

Dear Joe:

Enclosed please find a disk and a list of exhibits describing the documents contained on the disk which supplements Flowers Foods, Inc.'s and Flowers Baking Co. of Thomasville, LLC's Responses to Plaintiffs' First Request for Production of Documents. Should you have any questions on the enclosed, please feel free to give me a call.

Very truly yours,

A handwritten signature in black ink, appearing to read "Kevin P. Hishta", written over a horizontal line.

Kevin P. Hishta
KPH:mr
Encls.

cc (w/o disk): Amy Weaver
Joe R. Whatley, Jr.
Greg L. Davis
E. Kirk Wood

EXHIBIT A – Chuck Rich, Vice President of Distributor Operations, Flowers Foods Bakeries Group, LLC
Electronic Documents (Non-E-mail)

Description	Bates Range	RFP/30(b)(6) Number
Breach letter to Marshal Wilkes re 1.2.06 vulgar comments made to Joe Williams from Michael Lord	FF000759	FF 30(b)(6) 5, 9
Breach letter to Curtis Sears re termination of Distributor Agreement for failure of performance from Michael Lord	FF000760 - FF000761	FF 30(b)(6) 8
Breach letter to Curtis Sears that Distributor Agreement will be terminated effective 7/7/07 from 5/10/07 curable breach for out of code product from Michael Lord	FF000762 - FF000763	FF 30(b)(6) 8
Table of contents (for Distributor Documents)	FF000764 - FF000765	FF 30(b)(6) 3, 5, 8-10
Distributor Agreement	FF000766 - FF000790	FF 30(b)(6) 3, 4, 8-10
Flowers Finance Loan Documents	FF000791 - FF000796	FF 30(b)(6) 3, 4, 8-10
Repurchase of Certain Trademarks form	FF000797 - FF000799	FF 30(b)(6) 3, 4, 8-10
Sale of Certain Trademarks form	FF000800 - FF000802	FF 30(b)(6) 3, 4, 8-10
Consent to Distributor's Incorporation Form	FF000803 - FF000804	FF 30(b)(6) 3, 4, 8-10
Buyback of Distributorship	FF000805 - FF000808	FF 30(b)(6) 3, 4, 8-10
Documents for Distributor Purchasing Additional Territory	FF000809 - FF000812	FF 30(b)(6) 3, 4, 8-10
Documents for Distributor Selling Off Partial Territory	FF000813 - FF000818	FF 30(b)(6) 3, 4, 8-10
Power of Attorney for Truck and UCC's	FF000819 - FF000820	FF 30(b)(6) 3, 4, 8-10
Temporary Authorization to Use Trademark(s)	FF000821 - FF000822	FF 30(b)(6) 3, 4, 8-10
Direct Sale of Distributorship between Old/New Distributor	FF000823 - FF000828	FF 30(b)(6) 3, 4, 8-10
Buyback of Distributorship/Bankruptcy Situation	FF000829 - FF000833	FF 30(b)(6) 3, 4, 8-10
CPA Disclosure Form	FF000834	FF 30(b)(6) 3, 4, 8-10
Consent to Obtain FICA refund	FF000835	FF 30(b)(6) 3, 4, 8-10
Vehicle Rental Agreement	FF000836	FF 30(b)(6) 3, 4, 8-10

Description	Bates Range	RFP/30(b)(6) Number
Intent to Terminate Distributor's Agreement (form letter)	FF000837	FF 30(b)(6) 3, 4, 8-10
Authorization to Operate Delivery Vehicle	FF000838	FF 30(b)(6) 3, 4, 8-10
Procedures and Documents for Transfer (not Sale) of Distributorship	FF000839 - FF000843	FF 30(b)(6) 3, 4, 8-10
Checklist for New Distributors	FF000844	FF 30(b)(6) 3, 5, 8-10
Loan Amortization Schedule (2/3/07)	FF000845 - FF000855	FF 30(b)(6) 3, 4, 8-10
Master Merge File (Distributor Agreement and related documents)	FF000856 - FF000890	FF 30(b)(6) 3-5, 8-10
Certificate Regarding Payment of Loan in Full of Loan Redline document	FF000891	FF 30(b)(6) 4, 5, 8-10
Direct Sale of Distributorship between Old/New Distributor (includes assignment and Assumption Agreement and Ex. 1 and Company Approval of Assignment and General Release)	FF000892 - FF000897	FF 30(b)(6) 3, 4, 8-10
Direct Sale of Distributorship between Old/New Distributor (includes assignment and Assumption Agreement and Ex. 1 and Company Approval of Assignment and General Release)	FF000898 - FF000904	FF 30(b)(6) 3, 4, 8-10
Bank of America Credit Application (2006)	FF000905	FF 30(b)(6) 3, 8
Bank of America Credit Application (2006)	FF000906	FF 30(b)(6) 3, 8
Bank of America Credit Application (2006)	FF000907 - FF000908	FF 30(b)(6) 3, 8
Application for Distributor Loan (2006)	FF000909	FF 30(b)(6) 3, 8
Bank of America Documentation Request (2006)	FF000910	FF 30(b)(6) 3, 8
Bank of America Credit Application and Documentation Request (2006)	FF000911	FF 30(b)(6) 3, 8
Checklist for New Distributors (2006)	FF000912	FF 30(b)(6) 3, 8
Checklist for New Distributors (2006)	FF000913	FF 30(b)(6) 3, 8
Distributor Coordinator Manual Cover Sheets (Flowers/Thomasville and Flowers/Opelika)	FF000914 - FF000915	FF 30(b)(6) 3, 8
Uniform Franchise Offering Circular (UFOC) (2006)	FF000916	FF 30(b)(6) 3, 8

Description	Bates Range	RFP/30(b)(6) Number
Independent Distributor Application (2006)	FF000917 - FF000919	FF 30(b)(6) 3, 8
Distributor Direct Deposit Enrollment Form (2006)	FF000920	FF 30(b)(6) 4-5, 9-10
DOT# Decal Order	FF000921	FF 30(b)(6) 5, 9
Independent Distributor Questionnaire	FF000922	FF 30(b)(6) 5, 9
Flowchart for Prospective Distributors	FF000923 - FF000924	FF 30(b)(6) 3, 8-10
Suggested Flowchart for Prospective Distributors	FF000925 - FF000927	FF 30(b)(6) 3, 8-10
Checklist for New Distributors	FF000928	FF 30(b)(6) 3, 8-10
Notes 2006, includes DSD or Tram Norris Allstate insurance information, Disability Insurance and Health Insurance, Business Opportunity Disclosure Documents, Flowers Finance Loan Procedures, Bank/Truck Leasing Company, Direct Pay Authorization, Statement of Revenue and Expenses, Intent to Terminate Distributor's Agreement, Buyback of Distributorship, Buyback of Distributorship - Flowers Finance Procedures, Statement of Revenue and Expenses, Territory Partial - Distributor Selling Off Territory, Territory Partial - Distributor Purchasing Additional Territory, Sale of Certain Trademarks, Territory Partials - Flowers Finance Procedures, Final Repurchase Statement, Distributor Checklist Proforma cover letters (2006) (Thomasville, Opelika)	FF000929 - FF000946	FF 30(b)(6) 3-5, 8-10
Proforma 2006	FF000947 - FF000948	FF 30(b)(6) 3, 8
Reference Check Questionnaire for Prospective Distributors	FF000949 - FF000964	FF 30(b)(6) 3, 8
	FF000965	FF 30(b)(6) 3, 8
Regions Bank Distributor Lease Application	FF000966	FF 30(b)(6) 3, 8
R. Steve Cox & Associates - Safeguard Check Order Form	FF000967	FF 30(b)(6) 3, 8
Synovus Application for Distributor Lease	FF000968	FF 30(b)(6) 3, 8

Description	Bates Range	RFP/30(b)(6) Number
Territory Tracker Form	FF00969	FF 30(b)(6) 3, 5, 8
Independent Distributor Program Allstate Business Package Policy, Business Auto Policy, Motor Club (FL/TX)	FF00970	FF 30(b)(6) 5
Independent Distributor Program Allstate Business Package Policy, Business Auto Policy, Motor Club	FF000971	FF 30(b)(6) 5
DSD Insurance Flowers Binder Request	FF000972	FF 30(b)(6) 3, 5, 8
DSD Insurance - Allstate Independent Distributor Insurance Program - Cancellation Request	FF000973	FF 30(b)(6) 8
DSD Insurance - Form letter re Allstate Insurance Commercial Plan Information	FF000974	FF 30(b)(6) 3, 5, 8
DSD Insurance - Change of Vehicle Request - Independent Distributor Insurance Program	FF000975	FF 30(b)(6) 5, 8
D&D Services - Authorization to Obtain Motor Vehicle Report	FF000976	FF 30(b)(6) 3, 5, 8
Bank of America Credit Application (2007)	FF000977	FF 30(b)(6) 3, 8
Bank of America Documentation Request (2007)	FF000978	FF 30(b)(6) 3, 8
Checklist for Territory Partials (2007)	FF000979	FF 30(b)(6) 5, 8-10
Independent Distributor Application (2007)	FF000980 - FF000982	FF 30(b)(6) 3, 8
Distributor Program Supplemental Information including cover sheet for Flowers/Thomasville and Flowers/Opelika (2007)	FF000983 - FF000989	FF 30(b)(6) 3, 5, 8
Distributor to Distributor Sale Form (2007)	FF000990	FF 30(b)(6) 3-5, 8-10
DSD Insurance - Flowers Binder Request (2007)	FF000991	FF 30(b)(6) 3, 8
DSD Insurance - Allstate Independent Distributor Insurance Program - Cancellation Request	FF000992	FF 30(b)(6) 8
Independent Distributor Program Allstate Business Package Policy, Business Auto Policy, Motor Club (FL/TX) (2007)	FF000993	FF 30(b)(6) 3, 5, 8
Independent Distributor Program Allstate Business Package Policy, Business Auto Policy, Motor Club	FF000994	FF 30(b)(6) 3, 5, 8

Description	Bates Range	RFP/30(b)(6) Number
DSD Insurance – Allstate Insurance Company - General Guidelines – non-CSRM, CSRM (2007)	FF000995 - FF000996	FF 30(b)(6) 3, 5, 8
D&D Services – Authorization to Obtain Motor Vehicle Report (2007)	FF000997	FF 30(b)(6) 3, 8
Note 2007, includes DSD or Tram Norris Allstate insurance information, Disability Insurance and Health Insurance information, Flowers Finance Loan Procedures, Bank/Truck Leasing Company, Direct Pay Authorization, Statement of Revenue and Expenses, Intent to Terminate Distributor's Agreement, Buyback of Distributorship, Buyback of Distributorship -Flowers Finance Procedures, Statement of Revenue and Expenses, Territory Partial – Distributor Selling Off Territory, Territory Partial – Distributor Purchasing Additional Territory, Territory Partial - Sale of Certain Trademarks, Territory Partial – Repurchase of Certain Trademarks, Territory Partial –Flowers Finance Procedures, Final Repurchase Statement, Distributor Checklist	FF000998 - FF001014	FF 30(b)(6) 3-5, 8-10
Regions Credit Application (2007)	FF001015	FF 30(b)(6) 3, 8
Regions Documentation Request (2007)	FF001016	FF 30(b)(6) 3, 8
R. Steve Cox & Associates – Safeguard Check Order Form (2007)	FF001017	FF 30(b)(6) 3, 5, 8
Analysis of UCC-1 Financing Statements (2007)	FF001018	FF 30(b)(6) 3, 8
Uniform Franchise Offering Circular (UFOC) (2007)	FF001019	FF 30(b)(6) 3, 8
Tram Norris Agency – Allstate Independent Distributor Insurance Program – Cancellation Request	FF001020	FF 30(b)(6) 3, 8
Checklist for New Distributors	FF001021	FF 30(b)(6) 3, 5, 8-10
Flowchart for Prospective Distributors	FF001022 - FF001023	FF 30(b)(6) 3, 8-10

Description	Bates Range	RFP/30(b)(6) Number
Checklist for New Distributors	FF001024 - FF001025	FF 30(b)(6) 3, 5, 8-10
Notes 2006 includes, DSD or Tram Norris Allstate insurance information, Disability Insurance and Health Insurance, Business Opportunity Disclosure Document, Flowers Finance Loan Procedures, Bank/Truck Leasing Company	FF001026 - FF001030	FF 30(b)(6) 3-5, 8-10
Addendum to Disclosure (as required by §559.805(2), F.S.) effective 7/1/99	FF001031	FF 30(b)(6) 3, 8
Acknowledgment (with handwritten notes of Chuck Rich on how to complete form)	FF001032	FF 30(b)(6) 3, 8
Flowers Foods Bakeries Group, LLC and Subsidiaries 2004 Officers and Directors List	FF001033 - FF001034	FF 30(b)(6) 3, 8
Disclosure Form - Last 10 distributors from 2/19/04	FF001035	FF 30(b)(6) 3, 8
Addendum to Distributor's Agreement for the State of Florida (agent for service of process is CT)	FF001036	FF 30(b)(6) 3, 8
Disclosures Required by Florida Law for Thomasville (2004)	FF001037 - FF001047	FF 30(b)(6) 3, 8
Flowers Foods Consolidated Statement of Income (for 52 week period ended 1/1/05 , 53 week period ended 1/3/04)	FF001048	FF 30(b)(6) 3, 8
Form – Acknowledgement provided copy of Disclosures	FF001049	FF 30(b)(6) 3, 8
Addendum to Distributor's Agreement for the State of Florida (2005)	FF001050	FF 30(b)(6) 3, 8
Disclosures Required by Florida Law for FB/Thomasville (2005)	FF001051 - FF001060	FF 30(b)(6) 3, 8
Travelers – Continuation Certificate Fidelity or Surety Bonds	FF001061	FF 30(b)(6) 3, 8

Description	Bates Range	RFP/30(b)(6) Number
Flowers Foods Consolidated Statement of Income (12 weeks ended 12/31/05, 12 weeks ended 1/1/05, 52 weeks ended 12/31/05, 52 weeks ended 1/1/05) Consolidated Balance Sheet as of 12/31/05, Consolidated Statement of Cash Flow 12 week ended 12/31/05, 52 weeks ended 12/31/05	FF001062 - FF001064	FF 30(b)(6) 3, 8
Travelers – Continuation Certificate Fidelity or Surety Bonds	FF001065	FF 30(b)(6) 3, 8
Disclosures Required by Florida Law for FB/Thomasville (2006)	FF001066 - FF001075	FF 30(b)(6) 3, 8
Addendum to Distributor's Agreement for the State of Florida (2006)	FF001076	FF 30(b)(6) 3, 8
Acknowledgement form for Disclosure (Flowers/Thomasville)	FF001077	FF 30(b)(6) 3, 8
Form – Notice of Termination letter to Accordia and Cancellation Request form	FF001078 - FF001079	FF 30(b)(6) 8
Documents to give distributor rights to Artisan Mill including Amendment to Exhibit B and Addendum to Bill of Sale	FF001080 - FF001084	FF 30(b)(6) 4-5, 9-10
Addendum to Exhibit C – Authorized Products	FF001085	FF 30(b)(6) 4-5, 9-10
Letters re product discounts (2007)	FF001086 - FF001087	FF 30(b)(6) 5, 9-10
Letter re product discounts (2006)	FF001088	FF 30(b)(6) 5, 9-10
Bank of America Application for Distributor Loan	FF001089	FF 30(b)(6) 3, 8
Distributor Direct Deposit Enrollment Form	FF001090	FF 30(b)(6) 3, 5, 8
FB/Thomasville Distributor Program Supplemental Information with Current Account Listing; Truck Information; Disability Insurance Information; Health Insurance Information; Recommended Business Practices (2006)	FF001091 - FF001096	FF 30(b)(6) 3, 5, 8
Distributor to distributor sale	FF001097	FF 30(b)(6) 4-5, 8
Form memo to all distributors re Kroger Service Requirements	FF001098	FF 30(b)(6) 5, 9-10

Description	Bates Range	RFP/30(b)(6) Number
Flowers/Thomasville and Flowers/Opelika cover letters for proforma packet	FF001099 - FF001100	FF 30(b)(6) 3, 8
Proforma packet	FF001101 - FF001116	FF 30(b)(6) 3, 8
Addendum to assign/transfer/sell distribution rights	FF001117	FF 30(b)(6) 3-5, 8-10
Memo to ADP from Chuck Rich re: Independent Distributors and U/C Claims	FF001118 - FF001121	FF 30(b)(6) 8
Topics for CPA Conference call	FF001122 - FF001123	FF 30(b)(6) 3, 5, 8
AD&D/Disability Income Insurance Talking Points	FF001124	FF 30(b)(6) 3, 5, 8
Memo to Independent Distributors re Handheld III and Benefits/Advantages of Hand Held III	FF001125 - FF001128	FF 30(b)(6) 5, 8
Final Repurchase Statement	FF001129	FF 30(b)(6) 8
Kroger/Snack-A-Way Program Talking Points	FF001130	FF 30(b)(6) 5-6, 9
Memo to All Distributors re Trays	FF001131	FF 30(b)(6) 5, 9
Analysis of UCC-1 Financing Statements	FF001132	FF 30(b)(6) 3, 5, 8
Winn-Dixie Restructuring Talking Points	FF001133 - FF001134	FF 30(b)(6) 5-6, 8
Exhibits 1-10 for UFOC (Flowers/Opelika)	FF001135 - FF001155	FF 30(b)(6) 3, 8
UFOC (Flowers/Opelika)	FF001156 - FF001183	FF 30(b)(6) 3, 8
Exhibits 1-10 for UFOC (Flowers/Thomasville)	FF001184 - FF001205	FF 30(b)(6) 3, 8
UFOC (Flowers/Thomasville)	FF001206 - FF001233	FF 30(b)(6) 3, 8
Distributor Program Update presentation (August 2004)	FF001234 - FF001242	FF 30(b)(6) 3, 5, 8-10
Direct Pay Authorization Agreement	FF001243	FF 30(b)(6) 3-5, 8-10
Flowers Foods Bakeries Group Independent Distributor Program presentation	FF001244 - FF001302	FF 30(b)(6) 3, 5, 8-10
Flowers Baking Independent Distributor Program	FF001303 - FF001361	FF 30(b)(6) 3, 5, 8-10
Understanding Distributor Statements presentation	FF001362 - FF001378	FF 30(b)(6) 5, 8-10
Flowers Bakeries, LLC Independent Distributor Program	FF001379 - FF001441	FF 30(b)(6) 3, 5, 8-10
Flowers Foods Bakeries Group Managing Your Business Through Independent Distributors	FF001442 - FF001479	FF 30(b)(6) 3, 5, 8-10

Description	Bates Range	RFP/30(b)(6) Number
Letter to State of Alabama from Craig Horn regarding Writ of Garnishment for Doug Branch	FF001480	FF 30(b)(6) 5
Territory Proforma (October 2005)	FF001481	FF 30(b)(6) 3, 8
Territory Proforma (July 2006)	FF001482	FF 30(b)(6) 3, 8
Territory Proforma (March 2006)	FF001483	FF 30(b)(6) 3, 8
Territory Proforma (May 2005)	FF001484	FF 30(b)(6) 3, 8
Territory Proforma (June 2006)	FF001485	FF 30(b)(6) 3, 8
Flowers Foods Bakeries Group Vice Presidents of Sales Distributor Coordinators Conference (except for attorney presentation by in-house counsel.)	FF001486 - FF001640	FF 30(b)(6) 3, 5, 8-10
Recruiting Application Process Orientation (2004)	FF001641 - FF001653	FF 30(b)(6) 3, 8
Distributor Relations Building a Strong Team (2004)	FF001654 - FF001666	FF 30(b)(6) 3, 5, 8
Flowers Foods Motor Carrier Safety Regulations Overview (2004)	FF001667 - FF001683	FF 30(b)(6) 3, 5, 8
Flowers Foods Handheld 3 John DeLeu (HH3 Bakery Design Team Meetings Atlanta, GA) (2004)	FF001684 - FF001710	FF 30(b)(6) 5, 8
Common Errors (2004)	FF001711 - FF001721	FF 30(b)(6) 5, 8
Recruiting/Training/Retention	FF001722 - FF001744	FF 30(b)(6) 3, 5, 8
Vice Presidents of Sales & Distributor Coordinators Conference March 15-16, 2006 (except for attorney-client privileged presentation by in-house counsel)	FF001745 - FF001882	FF 30(b)(6) 3, 5, 8-10
Common Errors (2006)	FF001883 - FF001893	FF 30(b)(6) 5, 8
Director of Distributor Relations -- Wayne Parmer (2006)	FF001894 - FF001929	FF 30(b)(6) 3, 5, 8
Program Team, submit a request for credit, credit application, request for documents, documentation request (2007)	FF001930 - FF001935	FF 30(b)(6) 3, 8

Description	Bates Range	RFP/30(b)(6) Number
Truck Lease Program -- Perry Danos, Michael Burke -- Banc of America Leasing Corp. Chicago, IL presentation (2007)	FF001936 - FF001947	FF 30(b)(6) 3, 8
Flowers Foods Bakeries Group -- Vice Presidents of Sales and Distributor Coordinators Conference - Atlanta, GA presentation (2007)	FF001948 - FF001998	FF 30(b)(6) 3, 5, 8-10
DSD Insurance Serving the Independent Distributor -- Direct Store Delivery Community Since 1985 (2007)	FF001999 - FF002009	FF 30(b)(6) 3, 5, 8
Suggested Flowchart for Prospective distributors (2007)	FF002010 - FF002012	FF 30(b)(6) 3, 8
Exhibit A Territorial Description Form	FF002013	FF 30(b)(6) 3, 4, 8
Reference Check Questionnaire for Prospective Distributors Form (2007)	FF002014	FF 30(b)(6) 3, 8
Regions presentation (2007)	FF002015 - FF002028	FF 30(b)(6) 3, 8
Exhibit A Territorial Description form, and form with numbers 1-4 written by Chuck Rich (2007)	FF002029 - FF002030	FF 30(b)(6) 3, 4, 8

EXHIBIT B - Chuck Rich, Vice President of Distributor Operations
Flowers Foods Bakeries Group, LLC E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
6/22/07	Chuck Rich	Johnny Shepard, et al.	Distributor Legal Name Requirement	FFE000001 – FFE000002	FBT 3, 5; FF 30(b)(6) 5
8/20/07	Chuck Rich	Johnny Shepard, et al.	BofA Leasing	FFE000003 – FFE000007	FBT 3, 5; FF 30(b)(6) 3, 8
9/14/07	Chuck Rich	Mickey Miller, et al.	Tray return letter	FFE000008 – FFE000009	FBT 3, 5; FF 30(b)(6) 5
10/16/07	Chuck Rich	Johnny Shepard, et al.	Driving Safety/Training Material	FFE000010 – FFE000012	FBT 3, 5; FF 30(b)(6) 5

EXHIBIT C - Johnny Shepard, Director of Distributor Communications
Flowers Baking Co. of Thomasville, LLC E-mail:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
4/28/03	Chuck Rich	Norris McDaniel, et al.	Updated BK/Krystal Procedures	FBTE000001 – FBTE000011	FBT 3, 5, 71; FF 30(b)(6) 5, 9-10; FF 39
11/26/02	Chuck Rich	Mickey Miller, et al.	Distributor Checklist Reminder	FBTE000012 – FBTE000017	FBT 3, 5, 19; FF 30(b)(6) 5, 8-10
12/11/02	Chuck Rich	Johnny Shepard	Letter (come back for distributor)	FBTE000018 – FBTE000019	FBT 3; FF 30(b)(6) 3, 5, 9
1/24/06	Chuck Rich	Johnny Shepard, et al.	Updated Distributor Proforma	FBTE000020 – FBTE000022	FBT 3, 5, 17; FF 30(b)(6) 3, 5, 9
6/24/03	Chuck Rich	Mickey Miller, et al.	PBS Shrink Policy & Distributor Disability Procedure	FBTE000023 – FBTE000026	FBT 3, 5, 17, 29; FF 30(b)(6) 3, 5, 8-10
4/15/04	Chuck Rich	Norris McDaniel, et al.	Termination Confirmation	FBTE000027 – FBTE000028	FBT 3; FF 30(b)(6) 8
6/19/04	Chuck Rich	Johnny Shepard, et al.	Claims Process	FBTE000029 – FBTE000031	FBT 3; FF 30(b)(6) 5
7/15/04	Chuck Rich	Johnny Shepard, et al.	D&D Services MVR Requests	FBTE000032 – FBTE000034	FBT 3; FF 30(b)(6) 3, 5
7/22/04	Chuck Rich	Mickey Miller, et al.	Distributor Note Refinancings	FBTE000035 – FBTE000036	FBT 3, 5; FF 30(b)(6) 5, 9
7/30/04	Chuck Rich	Johnny Shepard, et al.	Updated Docs for Sales Between Distributors	FBTE000037 – FBTE000046	FBT 3, 5, 17; FF 30(b)(6) 5, 9
9/29/04	Chuck Rich	Johnny Shepard, et al.	“Partial” Instructions & FLOFIN – Corrected Attachment	FBTE000047 – FBTE000049	FBT 3, 5; FF 30(b)(6) 3-5, 8-10

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
11/4/04	Chuck Rich	Bonnie Harrison, et al.	Outstanding Final Settlement Checks to Distributors	FBTE0000050 - FBTE0000051	FBT 3, 5; FF 30(b)(6) 8
11/9/04	Chuck Rich	Johnny Shepard, et al.	BOA Revised Application for Distributor Loan	FBTE0000052 - FBTE0000054	FBT 3, 5, 17, 18; FF 30(b)(6) 3, 8
5/11/05	Chuck Rich	Mickey Miller, et al.	Logos/Decals on Trailers	FBTE0000055 - FBTE0000057	FBT 3; FF 30(b)(6) 9
5/17/05	Chuck Rich	Bonnie Harrison, et al.	Distributor Repurchase Statement Updated	FBTE0000058 - FBTE0000060	FBT 3, 5, 17; FF 30(b)(6) 4, 8
5/19/05	Chuck Rich	Johnny Shepard, et al.	Distributor Direct Deposit	FBTE0000061 - FBTE0000064	FBT 3, 5; FF 30(b)(6) 9
6/1/05	Chuck Rich	Johnny Shepard, et al.	New Proforma – 6/05	FBTE0000065 - FBTE0000067	FBT 3, 5, 17-18; FF 30(b)(6) 3, 8, 9
6/6/05	Chuck Rich	Johnny Shepard, et al.	New Allstate Cancellation Form	FBTE0000068 - FBTE0000071	FBT 3, 5; FF 30(b)(6) 9
6/9/05	Chuck Rich	Norris McDaniel, et al.	Distributor Disability Insurance	FBTE0000072 - FBTE0000076	FBT 3, 5; FF 30(b)(6) 5, 9
6/9/05	Chuck Rich	Johnny Shepard, et al.	Accordia Cancellation Forms	FBTE0000077 - FBTE0000080	FBT 3, 5; FF 30(b)(6) 8-9
6/28/05	Chuck Rich	Norris McDaniel, et al.	Prospective Distributor Opportunities	FBTE0000081 - FBTE0000082	FBT 3, 5; FF 30(b)(6) 3
7/12/05	Chuck Rich	Mickey Miller, et al.	Distributor Checklist	FBTE0000083 - FBTE0000091	FBT 3, 5, 17, 19; FF 30(b)(6) 5, 8-9
7/12/05	Chuck Rich	Norris McDaniel, et al.	Kroger Service Policy and Service Standards	FBTE0000092 - FBTE0000097	FBT 3, 5; FF 30(b)(6) 5-6, 9-10; FF 39
8/18/05	Chuck Rich	Mickey Miller, et al.	Jessica Lunsford Act	FBTE0000098	FBT 3, 5; FF 30(b)(6) 5, 9

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
9/9/05	Chuck Rich	Johnny Shepard, et al.	Ryder Truck Rental Rates	FBTE000099 - FBTE000101	FBT 3; FF 30(b)(6) 5
9/9/05	Chuck Rich	Mickey Miller, et al.	Hurricane Katrina – LA & MS Distributors	FBTE000102 - FBTE000103	FBT 3; FF 30(b)(6) 3
9/15/05	Chuck Rich	Johnny Shepard, et al.	Regions Bank – Truck Leasing	FBTE000104 - FBTE000107	FBT 3; FF 30(b)(6) 3
11/7/05	Chuck Rich	Johnny Shepard, et al.	Changes to Distributor Health Insurance	FBTE000108 - FBTE000109	FBT 3; FF 30(b)(6) 5
11/7/05	Chuck Rich	Johnny Shepard, et al.	Regions Bank Form	FBTE000110 - FBTE000113	FBT 3; FF 30(b)(6) 3
11/10/05	Chuck Rich	Johnny Shepard, et al.	Correction – Distributor Health Insurance	FBTE000114 - FBTE000115	FBT 3; FF 30(b)(6) 5
12/15/05	Chuck Rich	Norris McDaniel, et al.	MiCasa Rights	FBTE000116 - FBTE000117	FBT 3; FF 30(b)(6) 5
1/4/06	Chuck Rich	Mickey Miller, et al.	Distributor Topics/Reminders	FBTE000118 - FBTE000120	FBT 3, 5; FF 30(b)(6) 3, 5, 8, 9-10
1/9/06	Chuck Rich	Norris McDaniel, et al.	Matt Wise- Truck Insurance	FBTE000121 - FBTE000122	FBT 3, 5; FF 30(b)(6) 5
1/9/06	Chuck Rich	Johnny Shepard, et al.	Electronic State DMV Filings	FBTE000123 - FBTE000126	FBT 3, 5; 21; FF 30(b)(6) 5
8/29/03	Chuck Rich	Johnny Shepard, et al.	Synovus	FBTE000127 - FBTE000129	FBT 3, 5, 18; FF 30(b)(6) 3, 8
9/23/03	Chuck Rich	Johnny Shepard, et al.	New Proforma & ZPLP	FBTE000130 - FBTE000132	FBT 3, 5, 18; FF 30(b)(6) 3, 8
9/23/03	Chuck Rich	Johnny Shepard, et al.	Distributor Repurchase Statement	FBTE000133 - FBTE000136	FBT 3, 5, 17; FF 30(b)(6) 4, 8, 9-10
10/2/03	Chuck Rich	Johnny Shepard, et al.	Revised Proforma 10-03	FBTE000137 - FBTE000138	FBT 3, 5, 18; FF 30(b)(6) 3, 8

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
11/14/03	Chuck Rich	Bonnie Harrison, et al.	FLOFIN Promissory Notes	FBTE000139	FBT 3, 5, 17; FF 30(b)(6) 3, 8, 9
11/24/03	Chuck Rich	Johnny Shepard, et al.	Revised "Partial" Documents	FBTE000140 - FBTE000151	FBT 3, 5, 17; FF 30(b)(6) 4, 5, 8, 9, 10
11/25/03	Chuck Rich	Johnny Shepard, et al.	Updated BK/Krystal Procedures	FBTE000152 - FBTE000162	FBT 3, 5; FF 30 (b)(6) 5, 9-10
12/19/03	Chuck Rich	Johnny Shepard, et al.	Repurchase Statement	FBTE000163 - FBTE000165	FBT 3, 5, 17; FF 30(b)(6) 4, 8, 9-10
12/30/03	Chuck Rich	Mickey Miller, et al.	Change to Distributor Weekly Settlement Policy	FBTE000166 - FBTE000168	FBT 3, 5; FF 30(b)(6) 5, 8, 9-10
1/21/04	Chuck Rich	Johnny Shepard, et al.	New Distributor Orientation Presentation	FBTE000169 - FBTE000229	FBT 3, 5, 19; FF 30(b)(6) 5, 8, 9-10
3/1/04	Chuck Rich	Norris McDaniel, et al.	MCRS/DOT	FBTE000230 - FBTE000238	FBT 3, 5, 21, 30; FF 30 (b)(6) 5
3/22/04	Chuck Rich	Johnny Shepard, et al.	Updated FLOFIN Docs	FBTE000239 - FBTE000244	FBT 3, 5, 17; FF 30(b)(6) 3, 8-10
4/8/04	Chuck Rich	Johnny Shepard, et al.	Updated FLOFIN Docs (forwards above 3/22/04 e-mail with same attachments)	FBTE000245 - FBTE000251	FBT 3, 5, 17; FF 30(b)(6) 3, 8-10
4/3/06	Chuck Rich	Johnny Shepard, et al.	Attachment for FL Disclosure Doc	FBTE000252 - FBTE000255	FBT 3, 5, 18; FF 30(b)(6) 3, 8
8/8/06	Chuck Rich	Johnny Shepard, et al.	Updated Distributor PowerPoint Presentation	FBTE000256 - FBTE000316	FBT 3, 5, 19; FF 30(b)(6) 3, 5, 8-10
9/1/06	Chuck Rich	Norris McDaniel, et al.	Updated Budget Truck Rental Procedures	FBTE000317 - FBTE000320	FBT 3, 5; FF 30(b)(6) 3, 5
9/19/06	Chuck Rich	Johnny Shepard, et al.	Update to Distributor Coordinator Manual	FBTE000321 - FBTE000329	FBT 3, 5, 17; FF 30(b)(6) 9-10

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
9/28/06	Chuck Rich	Johnny Shepard, et al.	Alabama DOT numbers	FBTE000333 - FBTE000335	FBT 3, 5, 21, 30; FF 30(b)(6) 5
10/23/06	Chuck Rich	Mickey Miller, et al.	REMINDER -- Distributor Health Insurance	FBTE000336 - FBTE000337	FBT 3, 5; FF 30(b)(6) 5
1/2/07	Chuck Rich	Johnny Shepard, et al.	New BOA Credit Application	FBTE000338 - FBTE000341	FBT 3, 5, 18; FF 30(b)(6) 3, 8, 10
1/23/07	Chuck Rich	Johnny Shepard, et al.	BOA Purchase of Synovus Leases	FBTE000330 - FBTE000332	FBT 3; FF 30(b)(6) 3
1/29/07	Chuck Rich	Mickey Miller, et al.	2007 Tram Norris Allstate Independent Distributor Scholarship Fund	FBTE000342 - FBTE000351	FBT 3; FF 30(b)(6) 5
2/13/07	Chuck Rich	Rick McCombs, et al.	Assignment & Assumption Agreements	FBTE000352 - FBTE000356	FBT 3, 5, 17; FF 30(b)(6) 5, 9, 10
3/20/07	Chuck Rich	Johnny Shepard, et al.	BofA Announcement	FBTE000357 - FBTE000363	FBT 3; FF 30(b)(6) 3
6/22/07	Chuck Rich	Johnny Shepard, et al.	Distributor Legal Name Requirement	FBTE000364 - FBTE000365	FBT 3, 5; FF 30(b)(6) 5
6/28/07	Chuck Rich	Johnny Shepard	Repurchase of Territory	FBTE000366	FBT 3, 5, 17; FF 30(b)(6) 4, 8, 9
7/11/07	Chuck Rich	Johnny Shepard, et al.	BroadStreet Cake Label	FBTE000367 - FBTE000368	FBT 3, 5, 17; FF 30(b)(6) 4, 5, 9-10
8/2/07	Chuck Rich	Johnny Shepard, et al.	Thomasville 2007 UFOC	FBTE000369 - FBTE000427	FBT 3, 5, 18; FF 30(b)(6) 3, 8
8/20/07	Chuck Rich	Johnny Shepard, et al.	BofA Leasing	FBTE000428 - FBTE000432	FBT 3; FF 30(b)(6) 3, 8
10/8/07	Chuck Rich	Karyl Lauder, et al.	PBS Meeting Notes	FBTE000433 - FBTE000436	FBT 3; FF 30(b)(6) 8

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
10/30/07	Chuck Rich	Johnny Shepard, et al.	Distributor Orientation & UFOC	FBTE000437	FBT 3, 19; FF 30(b)(6) 3, 8
10/29/07	Chuck Rich	Gina Griner	Re Finance Scott Lenderman	FBTE000438	FBT 3; FF 30(b)(6) 3, 8
10/30/07	Wayne Parmer	Willie Prince, et al.	Training Manual Overview	FBTE000439 - FBTE000442	FBT 3, 5, 19; FF 30(b)(6) 5, 9
7/3/07	Wayne Parmer	Johnny Shepard	POA	FBTE000443 - FBTE000444	FBT 3; FF 30(b)(6) 5
6/14/07	Wayne Parmer	Dist Coord. and Controllers	UCC 1 in UFOC	FBTE000445 - FBTE000446	FBT 3, 5, 18; FF 30(b)(6) 3, 8
8/16/06	Wayne Parmer	Dist Coord. and Controllers	Power of Attorney	FBTE000447	FBT 3, 5, 17; FF 30(b)(6) 5, 9-10
8/3/06	Wayne Parmer	Dist Coord. and Controllers	Updated Distributor Orientation Presentation	FBTE000448 - FBTE000507	FBT 3, 5, 18; FF 30(b)(6) 3, 5, 8, 9
12/22/04	Wayne Parmer	Johnny Shepard	Letter	FBTE000508 - FBTE000567	FBT 3, 5; FF 30(b)(6) 5
6/1/06	Wayne Parmer	Dist Coord. and Controllers	Required Checklist	FBTE000568	FBT 3, 5; FF 30(b)(6) 5, 8, 9-10
7/15/05	Wayne Parmer	Johnny Shepard	Period 7 reports	FBTE000569 - FBTE000570	FBT 3; FF 30(b)(6) 5
7/8/05	Wayne Parmer	Dist Coord. and Controllers	Back up reports	FBTE000571	FBT 3; FF 30(b)(6) 5
5/16/05	Wayne Parmer	Dist Coord. and Controllers	Proprietary in SDW	FBTE000572	FBT 3; FF 30(b)(6) 5
7/2/04	Wayne Parmer	Mickey Miller	Insurance	FBTE000573 - FBTE000574	FBT 3, 5; FF 30(b)(6) 5
7/1/04	Wayne Parmer	Johnny Shepard	Letter	FBTE000575 - FBTE000580	FBT 3, 5; FF 30(b)(6) 4

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
10/18/04	Wayne Parner	Johnny Shepard	Letter	FBTE000581 - FBTE000582	FBT 3, 5; FF 30(b)(6) 5
12/18/03	Wayne Parner	Dist Coord. and Controllers	Repurchase Statement	FBTE000583 - FBTE000584	FBT 3, 5; FF 30(b)(6) 4
9/25/07	Kim Thompson	134 Branch, et al.	Dist Charge Form – Vacation, Day Off, Truck Rental	FBTE000585 – FBTE000587	FBT 3; FF 30(b)(6) 5, 10
11/9/06	Natalie Peck	Johnny Shepard, et al.	Settlement Deductions	FBTE000588- FBTE000589	FBT 3; FF 30(b)(6) 5, 10
11/9/06	Natalie Peck	Johnny Shepard, et al.	FID Open Enrollment Packets	FBTE000590 – FBTE000592	FBT 3; FF 30(b)(6) 5
11/9/06	Natalie Peck	Johnny Shepard, et al.	FID Open Enrollment Packets	FBTE000593 – FBTE000608	FBT 3; FF 30(b)(6) 5
11/8/06	Erica Hunt	Johnny Shepard, et al.	Cancer Enrollees & Changes	FBTE000611 – FBTE000615	FBT 3; FF 30(b)(6) 5
11/8/06	Erica Hunt	Johnny Shepard, et al.	Creditability Assessment (Distribution to Distributor Required before 11/15/06	FBTE000616- FBTE000620	FBT 3; FF 30(b)(6) 5
8/7/06	Kristyn Klonowski	David Kirkpatrick, et al.	New Credit Application	FBTE000621- FBTE000623	FBT 3, 18; FF 30(b)(6) 8
7/18/06	Natalie Peck	Johnny Shepard, et al.	Memos from Accordia for Delivery to Distributors Re: Medical Plan Changes Eff 01/01/07	FBTE000624 – FBTE000633	FBT 3; FF 30(b)(6) 5
6/30/06	Chad Johnson	Johnny Shepard	Distributor Ad – Nature's Own	FBTE000634- FBTE000635	FF 30(b)(6) 8
6/29/06	Chad Johnson	Johnny Shepard	Thomasville Ad	FBTE000636 – FBTE000637	FF 30(b)(6) 8

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
6/28/06	Chad Johnson	Johnny Shepard	Ad	FBTE000638 – FBTE000639	FF 30(b)(6) 8
5/10/06	Natalie Peck	David Dufrene, et al.	Online Claim now available for prescription drugs!	FBTE000640 – FBTE000643	FBT 3
1/13/06	Dan Shubert	Angela Steele, et al.	NEW BINDER FORM	FBTE000644 – FBTE000646	FBT 3; FF 30(b)(6) 5, 8
1/10/06	Dan Shubert	Andy Brown, et al.	2006 Allstate Independent Distributor Scholarship Fund	FBTE000647 – FBTE000655	FBT 3; FF 30(b)(6) 5
12/28/05	Dan Shubert	Angela Steele, et al.	Distributor Insurance Topics 2006	FBTE000656 – FBTE000657	FBT 3; FF 30(b)(6) 5, 8
12/13/05	Natalie Peck	Johnny Shepard, et al.	Memo to Distributors re: Life Insurance	FBTE000658 – FBTE000660	FBT 3; FF 30(b)(6) 5
12/2/05	Natalie Peck	Johnny Shepard, et al.	2006 Application for the Hartford Coverages	FBTE000661 – FBTE000662	FBT 3; FF 30(b)(6) 5
11/23/05	Natalie Peck	Johnny Shepard, et al.	2006 Distributor Benefit Program	FBTE000663 – FBTE000664	FBT 3; FF 30(b)(6) 5
11/11/05	Natalie Peck	Johnny Shepard, et al.	The 2006 Flowers Independent Distributor Benefit Program – All Locations	FBTE000665- FBTE000670	FBT 3; FF 30(b)(6) 5
10/4/05	Erica Hunt	Johnny Shepard, et al.	Effective Immediate – Supplement to Allstate/AHL Cancer Application	FBTE000671 – FBTE000673	FBT 3; FF 30(b)(6) 5

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
10/3/05	Erica Hunt	Johnny Shepard, et al.	Flowers Indep Distributor – Disability & Accid Death Booklets through Hartford attached	FBTE000674 – FBTE000713	FBT 3; FF 30(b)(6) 5
9/29/05	Wayne Truitt	Branch 143, et al.	Realignments	FBTE000714	FBT 3; FF 30(b)(6) 5
7/29/05	Erica Hunt	Johnny Shepard, et al.	Short term disability/accidental death & dismemberment coverage	FBTE000715 – FBTE000725	FBT 3; FF 30(b)(6) 5
7/13/05	Erica Hunt	Johnny Shepard, et al.	Letter for delivery to all distributors	FBTE000726 – FBTE000729	FBT 3; FF 30(b)(6) 5

EXHIBIT D- Additional Miscellaneous Documents
Flowers Baking Co. of Thomasville, LLC

Description of Documents/File	Bates Range	Response to RFP/30(b)(6) Number
Mickey Miller's "Big Week" Folder	FBT000479 - FBT000484	FBT 3
Distributor program index and info	FBT000485 - FBT000500	FBT 3, 5, 10, 30; FF 30(b)(6) 1-2, 11
Gary Chambliss 2005 2nd quarter shrink	FBT000501 - FBT000503	FBT 3, 29
Gary Chambliss statements of revenue and expenses (2004-2006)	FBT000504 - FBT000544	FBT 3, 21, 30
New distributor orientation presentation (1/21/2004)	FBT000545 - FBT000604	FBT 3, 19, and 30; FF 30(b)(6) 10
"Weekly feature" documents	FBT000605 - FBT000613	FBT 37
Mickey Miller's "Distributors" folder	FBT000614 - FBT000668	FBT 3, 5, 10, 16, 17, 19, 29, 30; FF 30(b)(6) 1-3, 5, 7-11
Checklist for potential distributors (9/14/94)	FBT000669 - FBT000671	FBT 3, 5, 10, 16, 30; FF 30(b)(6) 1-2, 11
Out-of-state products - Gary Chambliss from sales data warehouse	FBT000672 - FBT000683	FBT 3, 7, 21, 28, 30; FF 21, 28, 30
"Holiday ordering" documents	FBT000684 - FBT000700	FBT 30
Sales contest documents	FBT000701 - FBT000733	FBT 3, 21, 30
Distributor coordinator manual (Thomasville) October 2007	FBT000734 - FBT001005	FBT 3-5, 16-18, 23-25, 29-32; FF 30(b)(6) 3-5, 8-10
2004 sales management seminar - Thomasville (March 9 and 10, 2004)	FBT001006 - FBT001322	FBT 3, 5; FF 30(b)(6) 5, 8, and 10

EXHIBIT E -- Additional Miscellaneous Documents
Flowers Foods, Inc.

Description of Documents/File	Bates Range	Response to RFP/30(b)(6) Number
Scan based trading agreement -- Wal-Mart	FF000753 -- FF000758	FF 26, 38, 39; FF 30(b)(6) -- 6
Distributor coordinator manual (Chuck Rich) (10/07)	FF002031 -- FF002309	FF 30(b)(6) 3-5, 8-10
Distributor coordinator manual (Chuck Rich) (3/06)	FF002310 -- FF002625	FF 30(b)(6) 3-5, 8-10



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January 24, 2008

Via Electronic Mail and Federal Express

Joseph P. Guglielmo
Whatley Drake & Kallas LLC
1540 Broadway, 37th Floor
New York, New York 10036

Re: Charles Morrow, *et al.* v. Flowers Foods, Inc., *et al.*
Civil Action No. 3:07-cv-00617-MHT

Dear Joseph:

Enclosed please find 1 compact disc and a list of exhibits describing the documents contained on the disc which supplements Flowers Foods, Inc.'s, Flowers Baking Co. of Opelika, LLC's and Flowers Baking Co. of Thomasville, LLC's Responses to Plaintiffs' First Request for Production of Documents. Should you have any questions on the enclosed, please feel free to give me a call.

Very truly yours,

A handwritten signature in cursive script, appearing to read "K. Hishta".

Kevin P. Hishta
KPH:mr
Encls.

cc (w/o disks): Amy Weaver
Joe R. Whatley, Jr.
Greg L. Davis
E. Kirk Wood

EXHIBIT F**Wayne Parmer, Director of Distributor Relations, Flowers Foods Bakeries Group E-mails**

Date	From	To	Re	Bates Range	RFP/30(b)(6) Number
3/2/06	Chuck Rich	David Scott, et al.	Derst Product	FFE000013 – FFE000017	30(b)(6) 4, 10
3/6/06	Marina Behrendt	Chuck Rich	Invoicing Parameters	FFE000018 – FFE000020	30(b)(6) 6-8
3/10/06	Chuck Rich	Gina Griner	UCC Question	FFE000021	30(b)(6) 6-8
3/10/06	Chuck Rich	Marina Behrendt	Invoicing Parameters	FFE000022 – FFE000025	30(b)(6) 6-8
3/10/06	Marina Behrendt	Chuck Rich	Invoicing Parameters	FFE000026 – FFE000027	30(b)(6) 6-8
3/13/06	Kristyn Klonowski	Chuck Rich, et al.	Flowers Invoicing	FFE000028 – FFE000031	30(b)(6) 6-8
3/17/06	Chuck Rich	Johnny Shepard	Info	FFE000032	30(b)(6) 5, 9
3/20/06	Gina Griner	Chuck Rich, et al.	Distributor Documents- Updated/Restated Territory Description	FFE000033 – FFE000034	30(b)(6) 6-8
3/21/06	Chuck Rich	Johnny Shepard, et al.	Follow Up from VP/DC Conference	FFE000035 – FFE000057	30(b)(6) 4, 9-10; FBO 3, 5; FBT 3, 5
4/3/06	Chuck Rich	Johnny Shepard	Attachment for FL Disclosure	FFE000058 – FFE000061	30(b)(6) 4, 8, 10
5/11/06	Chuck Rich	Johnny Shepard	Accident	FFE000062 – FFE0000063	30(b)(6) 5, 9
6/19/06	Chuck Rich	Johnny Shepard, et al.	Distributor Truck & Business Insurance	FFE000064 – FFE000065	30(b)(6) 5, 8-9; FBO 3, 5; FBT 3, 5
6/21/06	Chuck Rich	Norris McDaniel	Labels by Plant	FFE000066 – FFE000069	30(b)(6) 4, 8, 10
7/5/06	Chuck Rich	Norris McDaniel	Budget Truck Rentals	FFE000070 –	30(b)(6) 5, 9

Date	From	To	Re	Bates Range	RFP/30(b)(6) Number
				FFE000073	
7/18/06	Chuck Rich	Kirk L Tolbert	Synovus	FFE000074	30(b)(6) 8, 9
7/24/06	Dan Shubert	James Traikovich	Underwriting Guidelines	FFE000075 – FFE000077	30(b)(6) 5, 8
7/25/06	Chuck Rich	Johnny Shepard	Questions	FFE000078	30(b)(6) 8-9
7/26/06	Chuck Rich	Johnny Shepard	Questions	FFE000079	30(b)(6) 8-9
8/17/06	James Traikovich	Wayne Parmer		FFE000080 – FFE000081	30(b)(6) 5, 9
8/17/06	Chuck Rich	Johnny Shepard, et al.	New Credit Application	FFE000082 – FFE000085	30(b)(6) 8-9
8/23/06	Johnny Shepard	Wayne Parmer	Case Study	FFE000086 – FFE000089	30(b)(6) 8-9
8/23/06	Dan Shubert	James Traikovich, et al.	Alabama DOT numbers	FFE000090 – FFE000092	30(b)(6) 5, 8-9
8/25/06	Jerry Woodham	Wayne Parmer	Case Study #3 – Our Final Answer	FFE000093 – FFE000095	30(b)(6) 6-8
9/01/06	Chuck Rich	Norris McDaniel	Updated Budget Truck Rental Procedures	FFE000096 – FFE000100	30(b)(6) 5, 9
9/20/06	Chuck Rich	Mickey Miller, et al.	Conference Call – Distributor / Alternative Discount Structure	FFE000101 – FFE000102	30(b)(6) 6-9
9/20/06	Chuck Rich	Andy Brown, et al.	Conference Call – Distributor / Alternative Discount Structure	FFE000103 – FFE000104	30(b)(6) 6-9
9/27/2006	Gina Griner	Ashley Hightower, et al.	Distributor Documents for Funding	FFE000105 – FFE000106	30(b)(6) 6-8
9/27/06	Chuck Rich	Johnny Shepard, et al.	Budget Rental Report	FFE000107 – FFE000109	30(b)(6) 5, 9
9/28/06	Chuck Rich	Johnny Shepard, et al.	Alabama DOT Numbers	FFE000110 – FFE000112	30(b)(6) 5, 8, 9

Date	From	To	Re	Bates Range	RFP/30(b)(6) Number
10/16/06	Chuck Rich	Don Adkins, et al.	Jeanne Sims	FFE000113 - FFE000114	30(b)(6) 5, 8, 9
10/19/06	Dan Shubert	Angela Steele, et al.	DSD Insurance & Tram Norris Agency Posters	FFE000115 - FFE000116	30(b)(6) 9-10; FBT 3, 5; FBO 3, 5, 9
11/02/06	Dan Shubert	Angela Steele, et al.	Distributor Mailing	FFE000117 - FFE000121	30(b)(6) 10; FBO 3, 5; FBT 3, 5
12/26/06	Chuck Rich	Johnny Shepard, et al.	Bank of America Synovus	FFE000122 - FFE000123	30(b)(6) 8, 9
1/2/07	Chuck Rich	Johnny Shepard, et al.	New BOA Credit Application	FFE000124 - FFE000127	30(b)(6) 8-10
1/23/07	Chuck Rich	Johnny Shepard, et al.	BOA Purchase of Synovus Leases	FFE000128 - FFE000130	30(b)(6) 5, 9
2/13/07	Dan Shubert	Angela Steele, et al.	DSD Insurance Binder Document	FFE000131 - FFE000133	30(b)(6) 10 ; FBO 3, 5; FBT 3, 5
2/13/07	Chuck Rich	Rick McCombs, et al.	Assignment & Assumption Agreements	FFE000134 - FFE000138	30(b)(6) 5, 9
3/20/07	Chuck Rich	Johnny Shepard, et al.	BofA Announcement	FFE000139 - FFE000145	30(b)(6) 8, 9
3/29/07	Chuck Rich	Johnny Shepard	Additional Discount	FFE000146 - FFE000148	30(b)(6) 4-5, 9-10
4/11/07	Susan Thompson	John Pennington, et al.	Flowers Vehicle Moves	FFE000149 - FFE000151	30(b)(6) 8-9
4/12/07	Dan Shubert	Angela Steele, et al.	Motor Club	FFE000152 - FFE000154	FBO 3, 5
4/16/07	Dan Shubert	Andy Brown, et al.	2007 Tram Norris Allstate Independent Distributor Scholarship Fund	FFE000155 - FFE000158	FBO 3, 5
6/14/07	Wayne Parmer	Dist. Coord. And Controllers	UCC 1 in UFOC	FFE000159 - FFE000160	30(b)(6) 8-10; FBO 3, 5

Date	From	To	Re	Bates Range	RFP/30(b)(6) Number
6/22/07	Chuck Rich	Johnny Shepard, et al.	Distributor Legal Name Requirement	FFE000161 - FFE000162	30(b)(6) 8, 9; FBO 3, 5
6/29/07	Wayne Parmer	Johnny Shepard	POA – Email I sent in August of 2006	FFE000163 - FFE000165	30(b)(6) 5, 9-10
7/03/07	Wayne Parmer	Johnny Shepard	POA	FFE000166 - FFE000167	30(b)(6) 4-5, 9-10
7/11/07	Chuck Rich	Johnny Shepard, et al.	Broad Street Cake Label	FFE000168 - FFE000169	30(b)(6) 4 -5, 9-10; FBO 3, 5
7/31/07	Wayne Parmer	Dist. Coord. and Controllors	Distributor Checklist	FFE000170 - FFE000175	30(b)(6) 5, 8, 9; FBO 5
8/2/07	Chuck Rich	Johnny Shepard, et al.	Thomasville 2007 UFOC	FFE000176 - FFE000234	30(b)(6) 8 -10
8/20/07	Chuck Rich	Johnny Shepard, et al.	BofA Leasing	FFE000235 - FFE000239	30(b)(6) 8 -9; FBO 5
8/23/07	Gina Griner	Angela Steele	Distributor Funding Requirements and Refreshers	FFE000240 - FFE000242	30(b)(6) 8 -9; FBO 5
9/7/07	Wayne Parmer	Dist Coord. and Controllors	Wells Fargo Posters	FFE000243	30(b)(6) 5, 9; FBO 5
9/10/07	Wayne Parmer	Dist Coord. and Controllors	BOA doc fees	FFE000244	30(b)(6) 8, 9
9/10/07	Wayne Parmer	Johnny Shepard	BOA doc fees	FFE000245	30(b)(6) 8, 9
9/11/07	Wayne Parmer	Johnny Shepard	Breach	FFE000246	30(b)(6) 8, 9
9/11/07	Wayne Parmer	Johnny Shepard	Breach	FFE000247	30(b)(6) 8, 9
9/14/07	Wayne Parmer	Dist. Coord and Controllors	BOA letter Regarding Heavy Truck Use	FFE000278 - FFE000249	30(b)(6) 5, 9
9/14/07	Chuck Rich	Micky Miller, et al.	Tray Return Letter	FFE000250 - FFE000251	30(b)(6) 5, 9-10; FBO 5
9/17/07	Wayne Parmer	Johnny Shepard	Rejected VIN	FFE000252	30(b)(6) 8 -9

Date	From	To	Re	Bates Range	RFP/30(b)(6) Number
9/24/07	Wayne Parmer	Johnny Shepard		FFE000253	30(b)(6) 8 -9
9/24/07	Wayne Parmer	Johnny Shepard		FFE000254 - FFE000255	30(b)(6) 8 - 9
10/16/07	Chuck Rich	Johnny Shepard	Driving Safety/Training Manual	FFE000256 - FFE000258	30(b)(6) 5, 9; FBO 5
10/16/07	Erica Skog	Johnny Shepard	Open Enrollment for the Flowers Independent Distributors Medical Benefit Program	FFE000259 - FFE000261	30(b)(6) 9 -10; FBO 3, 5
10/01/07	Wayne Parmer	Dist Coord. and Controllers	Unified Carrier Registration Program	FFE000262	30(b)(6) 5, 9; FBO 5
10/29/07	Wayne Parmer	Dist. Coord. and Controllers	Budget Truck Rental locations	FFE000263 - FFE000355	30(b)(6) 5, 9; FBO 5
10/30/07	Wayne Parmer	Johnny Shepard, et al.	Boyet Levy	FFE000356 - FFE000357	30 (b)(6) 5.9
11/05/07	Wayne Parmer	Johnny Shepard, et al.	Written Instructions	FFE000358 - FFE000359	30 (b)(6) 5, 9
11/06/07	Chuck Rich	James Traikovich, et al.	Written Instructions	FFE000360 - FFE000361	30 (b)(6) 5, 9
11/06/07	Wayne Parmer	Johnny Shepard	UFOC Offering	FFE000362	
11/08/07	Wayne Parmer	Johnny Shepard, et al.	Howard Barnes	FFE000363 - FFE000364	30 (b)(6) 5, 9
11/09/07	Chuck Rich	Johnny Shepard	Questions	FFE000365 - FFE000366	30 (b)(6) 5, 9

EXHIBIT G**Jeff Strain, Director of National Accounts, Flowers Foods, Inc., E-mails:**

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
2/9/06	Steve Archer	Jeff Strain	Arby's 5" bun-available on Monday February 20	FFE000367	30 (b)(6) 6; FF 39; FBO 39
3/14/06	Michael Lord	Grady Messer	5" Kaiser	FFE000368 - FFE000385	FBO 39
5/24/06	Customer Maintenance	Steve Archer	Grandstar Acquisition	FFE000386 - FFE000390	30 (b)(6) 6; FF 39; FBO 39
5/25/06	Steve Archer	Willard Fowler	Correct listing & update for Hardees	FFE000391 - FFE000394	30 (b)(6) 6; FF 39; FBO 39
7/14/07	Jeff Strain	FBI VPs, et al.	Upcoming Hardeess feature activity	FFE000395 - FFE000452	30 (b)(6) 6; FF 39; FBO 39
9/22/06	Jeff Strain	FBI VPs, et al.	Footlong volume will jump in Sonic in October.... Be prepared	FFE000453 - FFE000455	30 (b)(6) 6; FF 39; FBO 39
10/2/06	Jeff Strain	Robbie Watkins, et al.	Zaxby's Price Increase	FFE000456 - FFE000457	30 (b)(6) 6; FF 39; FBO 39
10/13/06	Jeff Strain	Dan Houston	Hardeess November Coupon Alert	FFE000458 - FFE000491	30 (b)(6) 6; FF 39; FBO 39
10/18/06	Jeff Strain	FBI VPs, et al.	Upcoming Sonic Promotions	FFE000492 - FFE000494	30 (b)(6) 6; FF 39; FBO 39
10/19/06	Jeff Strain	Ricky Ward	Arby's Increase....effective Monday October 30, 2006	FFE000495 - FFE000496	30 (b)(6) 6; FF 39; FBO 39
10/26/06	Jeff Strain	Michael Lord	Hardees	FFE000497 - FFE000498	30 (b)(6) 6; FF 39; FBO 39
10/26/06	Jeff Strain	Bobby Priest	Old Grand Star Hardees that are now Corporate owned Hardees	FFE000799 - FFE000502	30 (b)(6) 6; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
11/13/06	Jeff Strain	Dan Houston	Upcoming Hardees Buy One Get One	FFE000503 - FFE000574	30 (b)(6) 6; FF 39
12/11/06	Jeff Strain	Bobby Priest	Hardees January Coupons	FFE000575 - FFE000630	30 (b)(6) 6; FF 39
1/12/07	Jeff Strain	FBI VPs	Feb. Sonic will be featuring footlongs	FFE000631	30 (b)(6) 6; FF 39
2/1/07	Jeff Strain	Bobby Clary	Sonic Pricing	FFE000632 - FFE000635	30 (b)(6) 6; FF 39
3/6/07	Jeff Strain	Steve Bordeaux	86 New Hardees	FFE000636	30 (b)(6) 6; FF 39
3/19/07	Jeff Strain	Tom Buffkin	Hardees Sample Request	FFE000637 - FFE000638	30 (b)(6) 6; FF 39
4/4/07	Jeff Strain	Grady Messer	86 new Hardees-Paradigm Franchise Group	FFE000639 - FFE000643	30 (b)(6) 6; FF 39; FBO 39
6/15/07	Jeff Strain	FBI VPs	Zaxbys Promo on Kickin Chicken Sand	FFE000644	30 (b)(6) 6; FF 39; FBO 39
6/5/07	Jeff Strain	Norris McDaniel	Price Increase planning	FFE000645 - FFE000646	30 (b)(6) 6; FF 39
6/15/07	Jeff Strain	FBI Presidents, et al.	Chick Fil A	FFE000647	30 (b)(6) 6; FF 39; FBO 39
6/27/07	Jeff Strain	Robbie Watkins, et al.	Zaxbys Service Agreement	FFE000648 - FFE000658	30 (b)(6) 6; FF 38, 39; FBO 38, 39
6/28/07	Jeff Strain	FBI VPs	Arbys pricing	FFE000659	30 (b)(6) 6; FF 39; FBO 39
7/6/07	Jeff Strain	FBI VPs, et al.	Hooters of America price increase	FFE000660 - FFE000661	30 (b)(6) 6; FF 38, 39; FBO 38, 39
7/9/07	Jeff Strain	Jim Fryar	Sonic pricing	FFE000662 - FFE000663	30 (b)(6) 6; FF 39; FBO 39
7/12/07	Jeff Strain	Curtis Lyons, et al.	Hardees price increase effective Monday August 6, 2007	FFE000664 - FFE000665	30 (b)(6) 6; FF 38, 39; FBO 38, 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
7/13/07	Jeff Strain	Grady Messer	Concerns	FFE000666	30 (b)(6) 6; FF 39; FBO 39
7/20/07	Jeff Strain	Grady Messer	Concerns	FFE000667 - FFE000668	30 (b)(6) 6; FF 39; FBO 39
7/25/07	Jeff Strain	FBI VPs	Fall LTO Test Products	FFE000669 - FFE000670	30 (b)(6) 6; FF 39; FBO 39
9/11/07	Jeff Strain	Norris McDaniel	Please call...	FFE000671 - FFE000672	30 (b)(6) 6; FF 39; FBO 39
10/18/07	Jeff Strain	Jim Fryar	Arbys Price Increase effective November 5, 2007	FFE000673 - FFE000674	30 (b)(6) 6; FF 39; FBO 39
10/26/07	Jeff Strain	FBI VPs, et al.	Zaxbys Price Increase	FFE000675 - FFE000676	30 (b)(6) 6; FF 39; FBO 39
11/26/07	Jeff Strain	Grady Messer	Upcoming Arby's Features - Montgomery market	FFE000677 - FFE000679	30 (b)(6) 6; FF 39; FBO 39
11/28/07	Jeff Strain	Norris McDaniel	Hooters Price Increase effective December 10, 2007	FFE000680 - FFE000682	30 (b)(6) 6; FF 39

Representative Foodservice Pricing Information From Jeff Strain

06/11/07	Jeff Strain	Gary Nash	Price Increases to Hooters	FF002758
06/27/07	Jeff Strain	Mark Koestner	Prices Increases to Hardees	FF002759
08/29/07	Jeff Strain	Scott Sargent	Price Increases to Chick-Fil-A	FF002758

EXHIBIT H -
Charles Avera E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
6/9/07	Charles Avera	Mike McCall	Follow up Target New Stores July	FFE000683 - FFE000686	30 (b)(6) 6; FF 39; FBO 39
6/13/07	Charles Avera	Willie Prince	Target Market Pantry Price Increase	FFE000687 - FFE000688	30 (b)(6) 6; FF 39; FBO 39
6/27/07	Charles Avera	Willie Prince	Target Price Change Forms	FFE000689 - FFE000698	30 (b)(6) 6; FF 39; FBO 39
6/27/07	Kim Ford	Charles Avera	Opelika Price Increase for Target	FFE000699 - FFE000703	30 (b)(6) 6; FF 39; FBO 39
7/6/07	Norris McDaniel	Charles Avera	DSD Vendor Issues Form: dept 261	FFE000704 - FFE000712	30 (b)(6) 6; FF 39
7/6/07	Grady Messer	Charles Avera	Target, Prattville, AL	FFE000713	30 (b)(6) 6; FF 39; FBO 39
7/6/07	Charles Avera	Grady Messer	Follow Up Target New Stores July	FFE000714 - FFE000717	30 (b)(6) 6; FF 39; FBO 39
7/20/07	Charles Avera	Willie Prince, et al.	Target - August 13th Pricing	FFE000718 - FFE000719	30 (b)(6) 6; FF 39; FBO 39
8/17/07	Charles Avera	Willie Prince, et al.	Roman Meal Target	FFE000720 - FFE000721	30 (b)(6) 6; FF 39; FBO 39
9/18/07	Charles Avera	Willie Prince, et al.	Target October New Stores POGs	FFE000722 - FFE000724	30 (b)(6) 6; FF 39; FBO 39
9/28/07	Michael Lord	Bobby Massanelli, et al.	Price Increases	FFE000725	30 (b)(6) 6; FF 39; FBO 26, 39
9/28/07	Charles Avera	Michael Lord	Price Increases	FFE000726	30 (b)(6) 6; FF 39; FBO 39
10/4/07	Michael Lord	Charles Avera	Revised Cost Changes for Target	FFE000727 - FFE000731	30 (b)(6) 6; FF 39; FBO 39

EXHIBIT I-
David Dodge, [Title] E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
11/15/07	David Johnson	FBI VPs	Regular Dollar General Price Increase Dec 3, 2007	FFE000732 - FFE000765	30 (b)(6) 6; FF 39; FBO 39
6/22/07	David Dodge	FBI VPs	Family Dollar Service Issues Wks 22, 23, 24	FFE000766 - FFE000866	30 (b)(6) 6; FF 39; FBO 39
6/15/07	David Dodge	Norris McDaniel	Dollar General Buyer on Vacation in Destin June 16th - June 23 rd	FFE000867	30 (b)(6) 6; FF 39
6/15/07	David Dodge	Mickey Miller	16 oz. Sandwich Bread producing plant move to Savannah from Thomasville	FFE000868 - FFE000872	30 (b)(6) 6; FF 39
6/15/07	Mickey Miller	David Dodge	16 oz Sandwich Bread producing plant move to Savannah from Thomasville	FFE000873 - FFE000878	30 (b)(6) 6; FF 39
6/18/07	Greg Jenkins	David Dodge	16 oz. Sandwich Private Label for DG Markets (Region 1)	FFE000879 - FFE000885	30 (b)(6) 6; FF 39
6/28/07	David Dodge	FBI VPs	Dollar General Conference Call - Update	FFE000886 - FFE000887	30 (b)(6) 6; FF 39; FBO 39
7/17/07	David Dodge	FBI Regional Vice Presidents	YTD Numbers on Dollar Stores through 2nd Qtr	FFE000888 - FFE000890	30 (b)(6) 6; FF 39; FBO 39
7/18/07	David Dodge	FBI VPs	2007 Cobblestone Mill Stuffing - Authorized in Dollar Stores	FFE000891 - FFE000893	30 (b)(6) 6; FF 39; FBO 39
7/23/07	David Dodge	Norris McDaniel	New Family Dollars Opening first couple weeks in August	FFE000894 - FFE000897	30 (b)(6) 6; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
8/13/07	David Dodge	FBI VPs	Dollar General Information for your Regional meetings	FFE000898 - FFE000903	30 (b)(6) 6; FF 39; FBO 39
8/15/07	David Dodge	FBI VPs	Sharing a Dollar General Regional Presentation	FFE000904 - FFE000915	30 (b)(6) 6; FF 39; FBO 39
8/20/07	David Dodge	Michael Lord	D General	FFE000916	30 (b)(6) 6; FF 39; FBO 39
9/18/07	David Dodge	FBI VPs	Price Increase Information Needed – Dollar General & Family Dollar	FFE000917 - FFE000920	30 (b)(6) 6; FF 39; FBO 39
9/18/07	Kim Ford	David Dodge	Dollar Store Price Increase from Opelika	FFE000921 - FFE000925	30 (b)(6) 6; FF 39; FBO 39
9/25/07	Michael Lord	David Dodge	Dollar Store Increases from Opelika. Revised	FFE000926 - FFE000930	30 (b)(6) 6; FF 39; FBO 39
11/26/07	David Dodge	FBI VPs	Dollar General, Family Dollar, Fred's new pricing starts next week	FFE000931	30 (b)(6) 6; FF 39; FBO 39
11/7/07	David Dodge	FBI VPs	Progress on Dollar Store Cake Focus – 800 Stores no cake		30(b)(6) 6; FF 39; FBO 39
6/18/07	Greg Jenkins	David Dodge, et al.	16 oz Sandwich Private Label for DG Markets (Region 1)		30(b)(6) 6; FF 39; FBO 39
6/22/07	David Dodge	FBI VPs	Family Dollar Service Issues Wks 22, 23, 24		30(b)(6) 6; FF 39; FBO 39
6/28/07	David Dodge	FBI VPs	Dollar General Conference Call – Update		30(b)(6) 6; FF 39; FBO 39
7/18/07	David Dodge	FBI VPs	2007 Cobblestone Mill Stuffing – Authorized in Dollar Stores		30(b)(6) 6; FF 39; FBO 39
8/20/07	David Dodge	Michael Lord	D General		30(b)(6) 6; FF 39; FBO 39
9/18/07	David Dodge	FBI VPs	Price Increase Information Needed – Dollar General &		30(b)(6) 6; FF 39; FBO 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
			Family Dollar		
9/18/07	Kim Ford	David Dodge	Dollar Store Price Increases from Opelika		30(b)(6) 6; FF 39; FBO 39
11/26/07	David Dodge	FBI VPs	Dollar General, Family Dollar, Fred's new pricing starts next week		30(b)(6) 6; FF 39; FBO 39
7/17/07	David Dodge	FBI Regional Vice Presidents	YTD Numbers on Dollar Stores Through 2nd Qtr		30(b)(6) 6; FF 39; FBO 39
8/15/07	David Dodge	FBI VPs	Sharing a Dollar General Regional Presentation		30(b)(6) 6; FF 39; FBO 39
6/15/07	David Dodge	Norris McDaniel	Dollar General Buyer on Vacation in Destin June 16th – June 23		30(b)(6) 6; FF 39; FBO 39
6/15/07	David Dodge	Mickey Miller	16 oz. Sandwich Bread producing plant move to Savannah from Thomasville		30(b)(6) 6; FF 39; FBO 39
6/15/07	Mickey Miller	David Dodge	16 oz. Sandwich Bread producing plant move to Savannah from Thomasville		30(b)(6) 6; FF 39; FBO 39
7/23/07	David Dodge	Norris McDaniel	New Family Dollars Opening First Couple Weeks in August		30(b)(6) 6; FF 39; FBO 39
8/13/07	David Dodge	FBI VPs	Dollar General Information for your Regional meetings		30(b)(6) 6; FF 39; FBO 39
11/15/07	David Dodge	FBI VPs	Regular Dollar General Price Increase Dec 3, 2007		30(b)(6) 6; FF 39; FBO 39

EXHIBIT J-
David Johnson, [Title], E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
8/17/06	David Johnson	Norris McDaniel	New Natures Own Ovals/ Southern Family Markets	FFE000932 - FFE000935	30 (b)(6) 6; FF 39
8/29/06	David Johnson	Betty Easterling	Bruno/Bi-Lo and SFM	FFE000936	30 (b)(6) 6; FF 39; FBO 39
9/5/06	David Johnson	Michael Lord, et al.	Bilos Incremental end cap results	FFE000937	30 (b)(6) 6; FF 39; FBO 39
10/31/06	David Johnson	Curtis Lyons	Cooler toppers front end schedule	FFE000938 - FFE000942	30 (b)(6) 6; FF 39
11/27/06	David Johnson	Norris McDaniel	Store #213	FFE000943	30 (b)(6) 6; FF 39
11/30/06	David Johnson	Michael Lord	Natures own full ovals	FFE000944 - FFE000948	30 (b)(6) 6; FF 39; FBO 39
1/17/07	David Johnson	Norris McDaniel	Derst	FFE000949	30 (b)(6) 6; FF 39
2/8/07	David Johnson	Betty Easterling	Bruno Price Changes-Opelika Plant	FFE000950 - FFE000962	30 (b)(6) 6; FF 39; FBO 39
3/12/07	David Johnson	Grady Messer	Bilo/Bruno display approved	FFE000963 - FFE000987	30 (b)(6) 6; FF 39; FBO 39
3/22/07	David Johnson	Mickey Miller	Bilo/Bruno ad	FFE000988 - FFE000989	30 (b)(6) 6; FF 39
3/27/07	David Johnson	Steve Bordeaux	Tornado victims urgent relief fund/SFM	FFE000990 - FFE000993	30 (b)(6) 6; FF 39; FBO 39
5/10/07	David Johnson	Beverly Wojtas	Honey Wheat Contest	FFE000994 - FFE000996	30 (b)(6) 6; FF 39
5/17/07	David Johnson	Beverly Tierce	Honey Wheat Contest	FFE000997 - FFE000998	30 (b)(6) 6; FF 39
6/29/07	David Johnson	Norris McDaniel	SFM - Piggy Wiggly conversion	FFE000999 - FFE001000	30 (b)(6) 6; FF 39
7/3/07	David Johnson	Norris McDaniel	Cost changes	FFE001001	30 (b)(6) 6; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
7/3/07	David Johnson	Michael Lord	Southern family markets out of stocks tag – resets reminder	FFE001002 - FFE001005	30 (b)(6) 6; FF 39; FBO 39
7/16/07	David Johnson	Beverly Wojtas	Bilo-Bruno ad period 9 august 15 through September 11	FFE001006	30 (b)(6) 6; FF 39
7/20/07	David Johnson	Michael Lord	Bruno days of Service FYI	FFE001007 - FFE001111	30 (b)(6) 6; FF 39; FBO 39
7/30/07	David Johnson	Curtis Lyons	Flowers Commercial Baked Goods Back to School – Sales Contest	FFE001012 - FFE001013	30 (b)(6) 6; FF 21, 30, 39; FBO 21, 30, 39; FBT 21, 30
8/8/07	David Johnson	Beverly Wojtas	CSM Muffins in the Bilo ad week 33-36	FFE001014	30 (b)(6) 6; FF 39
9/17/07	Michael Lord	Ricky Ward	Poor Bread Service	FFE001015 - FFE001016	30 (b)(6) 6; FF 39; FBO 39
9/24/07	David Johnson	Michael Lord	Auburn Brunos	FFE001017	30 (b)(6) 6; FF 39; FBO 39
9/28/07	David Johnson	Michael Lord	Price Increases	FFE001018	30 (b)(6) 6; FF 39; FBO 39
10/04/07	Michael Lord	David Johnson	Revised SFM Cost Changes	FFE001019 - FFE001024	30 (b)(6) 6; FF 39; FBO 39
11/12/07	Grady Messer	David Johnson	Prices, Brunos, Foodworld	FFE001025 - FFE001027	30 (b)(6) 6; FF 39; FBO 39
11/12/07	David Johnson	Norris McDaniel	CSM stuffing in SFM	FFE001028 - FFE001032	30 (b)(6) 6; FF 39
11/27/07	David Johnson	Beverly Wojtas	Bilo Bruno ad notice January 2	FFE001033	30 (b)(6) 6; FF 39
12/4/07	David Johnson	Beverly Wojtas, et al.	Bilo Bruno store hours for Christmas eve	FFE001034	30 (b)(6) 6; FF 39

EXHIBIT K
Doug Brown, [Title], E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
6/4/07	Shane Red	Doug Brown	SAMS – Spoleto Breadsticks sales update	FFE001035 - FFE001036	30 (b)(6) 6; FF 39
6/4/07	Norris McDaniel	Bobby Massanelli	Re-Sets	FFE001037	30 (b)(6) 6; FF 39
6/5/07	Joye Wilson	Robbie Watkins, et al.	SAM'S Club Bulk Buns Tuesday, June 5th	FFE001038 - FFE001040	30 (b)(6) 6; FF 39
6/12/07	David Scott	David Roach	WMSC Resets	FFE001041	30 (b)(6) 6; FF 39
6/13/07	Doug Brown	David Roach	WMSC Resets	FFE001042 - FFE001043	30 (b)(6) 6; FF 39
6/20/07	David Scott	Doug Brown	Week 24 Schedule	FFE001044 - FFE001072	30 (b)(6) 6; FF 39
6/22/07	Norris McDaniel	Doug Brown	Walmart Thomasville Road and Sam's	FFE001073	30 (b)(6) 6; FF 39
6/26/07	Heath Peters	David Scott, et al.	Artisan Mill Weekly Report – Totals by VP	FFE001074 - FFE001077	30 (b)(6) 6; FF 39
7/5/07	Doug Brown	Michael Lord	George Weston information needed	FFE001078 - FFE001079	30 (b)(6) 6; FF 39; FBO 39
7/10/07	Shane Red	Robbie Watkins, et al.	SAMS – Top 25 Clubs – Flowers 16ct hot	FFE001080 - FFE001081	30 (b)(6) 6; FF 39
7/18/07	David Roach	FBI VPs	Cobblestone Mill Slects Weekly Report – Totals by VP	FFE001082 - FFE001085	30 (b)(6) 6; FF 39; FBO 39
7/31/07	Joye Wilson	Robbie Watkins, et al.	SAMS Club Bulk Bun Pos Tuesday July 31st	FFE001086 - FFE001088	30 (b)(6) 6; FF 39
8/27/07	Doug Brown	FBI VPs	Roman Meal Whole Grain Wheat	FFE001089	30 (b)(6) 6; FF 39; FBO 39
9/4/07	Michael Lord	Doug Brown	Sam's Club Out of Stocks	FFE001090	30 (b)(6) 6; FF 39; FBO 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
9/5/07	Michael Lord	Doug Brown	Sam's Club Out of Stocks	FFE001091 - FFE001092	30 (b)(6) 6; FF 39; FBO 39
9/12/07	Steve Bordeaux	Brent Bradshaw, et al.	Cmill Selects Dinner Roll Conf Call Notes	FFE001093 - FFE001094	30 (b)(6) 6; FF 39; FBO 39
9/12/07	Steve Bordeaux	Brent Bradshaw, et al.	Costing	FFE001095 - FFE001099	30 (b)(6) 6; FF 39; FBO 39
10/2/07	Shane Red	John Gilmer, et al.	SAMS – Region 1 suggested price increase	FFE001100 - FFE001118	30 (b)(6) 6; FF 39; FBO 39
10/15/07	Doug Brown	Michael Lord	PL Increase	FFE001119	30 (b)(6) 6; FF 39; FBO 39
11/27/07	Shane Red	Doug Brown	SAMs Cancellations	FFE001120 - FFE001121	30 (b)(6) 6; FF 39; FBO 39
12/5/07	Shane Red	Norris McDaniel	SAMs – price increase	FFE001122 - FFE001130	30 (b)(6) 6; FF 39

EXHIBIT L -
Bobby Massanelli, [TITLE] E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
6/19/07	Doug Brown	Paul Frankum	Week 24 Schedule	FFE001131 - FFE001159	30 (b)(6) 6; FF 39
6/4/07	Norris McDaniel	Bobby Massanelli	Re-Sets	FFE001160	30 (b)(6) 6; FF 39
6/6/07	Michael Lord	Bobby Massanelli	Buns 2 for \$3.00	FFE001161 - FFE001162	30 (b)(6) 6; FF 39; FBO 39
6/7/07	Norris McDaniel	Bobby Massanelli	WMart Centerville GA	FFE001163 - FFE001179	30 (b)(6) 6; FF 39
6/15/07	Norris McDaniel	Bobby Massanelli	Wal-Mart COMAC Flowers Wks 26 & 27 (06023 thru 07/06)	FFE001180 - FFE001209	30 (b)(6) 6; FF 39
6/19/07	Michael Lord	Bobby Massanelli	Opelika Price Changes	FFE001210 - FFE001215	30 (b)(6) 6; FF 39; FBO 39
6/19/07	Norris McDaniel	Bobby Massanelli	WalMart Comax	FFE001216	30 (b)(6) 6; FF 39
6/21/07	Michael Lord	Bobby Massanelli	Opelika Price Changes for Derst Products	FFE001217 - FFE001219	30 (b)(6) 6; FF 39; FBO 39
6/28/07	Bobby Massanelli	Michael Lord	Natures Own Hny Wheat Ham/Hots	FFE001220	30 (b)(6) 6; FF 39; FBO 39
6/28/07	Bobby Massanelli	Norris McDaniel	Natures Own Hny Wheat Ham/Hots	FFE001221	30 (b)(6) 6; FF 39
7/17/07	Bobby Massanelli	FBI VPs	Wal-Mart Rollback Breakfast Items	FFE001222 - FFE001223	30 (b)(6) 6; FF 39; FBO 26, 39
7/25/07	Steve Bordeaux	Bobby Massanelli	Wal mart P/Label price increase	FFE001224	30 (b)(6) 6; FF 39; FBO 26, 39
7/25/07	Bobby Massanelli	Steve Bordeaux	Wal mart P/Label price increase	FFE001225	30 (b)(6) 6; FF 39; FBO 26, 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
8/1/07	Bobby Massanelli	FBI VPs	New Roman Meal Whole Wheat Bread	FFE001226	30 (b)(6) 6; FF 39; FBO 39
8/2/07	Bobby Massanelli	FBI Vs	New Roman Meal Whole Wheat Bread 24 oz.	FFE001227 - FFE001228	30 (b)(6) 6; FF 39; FBO 39
8/17/07	Steve Bordeaux	Brad Alexander	Wal-Mart – Columbus	FFE001229	30 (b)(6) 6; FF 39; FBO 39
8/20/07	David Roach	Bobby Massanelli, et al.	Wal-Mart – Columbus	FFE001230 - FFE001231	30 (b)(6) 6; FF 39; FBO 39
10/10/07	Mickey Miller	Bobby Massanelli	CSM Select	FFE001232	30 (b)(6) 6; FF 39
10/10/07	Michael Lord	Bobby Massanelli	New Store Information Feb. Openings	FFE001233 - FFE001249	30 (b)(6) 6; FF 39; FBO 39
10/11/07	Kim Ford	Bobby Massanelli, et al.	Wal-Mart Price Increases for Opelika	FFE001250 - FFE001258	30 (b)(6) 6; FF 39; FBO 26, 39
10/11/07	Bobby Massanelli	FBI VPs	Wal-Mart Modular Update	FFE001259 - FFE001260	30 (b)(6) 6; FF 39; FBO 39
10/18/07	Bobby Massanelli	FBI VPs	Wal-Mart Rollback Breakfast Items	FFE001261 - FFE001264	30 (b)(6) 6; FF 39; FBO 39
11/19/07	Bobby Massanelli	FBI VPs	Wal-Mart Name Brand Wholesale Change	FFE001265	30 (b)(6) 6; FF 39; FBO 39
11/27/07	Bobby Massanelli	Michael Lord	Wal Mart PL in Columbus GA	FFE001266	30 (b)(6) 6; FF 39; FBO 39
10/11/07	Bobby Massanelli	Michael Lord	Wal-Mart Shelf Space	FFE001267	30 (b)(6) 6; FF 39; FBO 39

EXHIBIT M -
Robert Meadows, [Title] E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
12/18/06	Robert Meadows	Willie Prince, et al.	Winn Dixie DSD Forms	FFE001268 - FFE001272	30(b)(6) 6; FF 39; FBO 39
1/29/07	Robert Meadows	Stephanie Logue	Winn Dixie Promotional Ad Item for Feb. 14 th	FFE001273 - FFE001275	30(b)(6) 6; FF 39; FBO 39
5/7/07	Robert Meadows	Gina Schwarzkopf	Offer Status – New Items	FFE001276 - FFE001277	30(b)(6) 6; FF 39; FBO 39
7/3/07	Robert Meadows	Vickie Mixon, et al.	Winn Dixie Good Til' Fall	FFE001278 - FFE001281	30(b)(6) 6; FF 39; FBO 39
9/4/07	Robert Meadows	Vickie Mixon, et al.	Winn Dixie Promotional Ad Items for Sept. 19 th	FFE001282 - FFE001284	30(b)(6) 6; FF 39; FBO 39
8/29/07	Robert Meadows	Norris McDaniel, et al.	Winn Dixie Stickers & Retail Adjustments	FFE001285 - FFE001286	30(b)(6) 6; FF 39; FBO 39
12/18/06	Robert Meadows	Smitty Stephens	Clux Deluxe Sandwiches	FFE001287 - FFE001289	30(b)(6) 6; FF 39
1/2/07	Robert Meadows	Norris McDaniel	Winn Dixie	FFE001290	30(b)(6) 6; FF 39
3/5/07	Robert Meadows	Mickey Miller	Winn Dixie Promotional Ad for March 21 st	FFE001291 - FFE001293	30(b)(6) 6; FF 39
5/29/07	Robert Meadows	Norris McDaniel	Butterbread BOGO Winn Dixie	FFE001294	30(b)(6) 6; FF 39
7/9/07	Robert Meadows	Norris McDaniel	Vendors	FFE001295 - FFE001296	30(b)(6) 6; FF 39
9/28/07	Robert Meadows	Vickie Mixon, et al.	Winn Dixie & Save Rite Promotional Ad Items for Oct. 17 th	FFE001297 - FFE001299	30(b)(6) 6; FF 39; FBO 39
11/8/07	Robert Meadows	Chris Mulford, et al.	Capt John Derst for Thomasville	FFE001300 - FFE001302	30(b)(6) 6; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
11/19/07	Robert Meadows	Norris McDaniel, et al.	Winn Dixie Re-Grand Openings 12-5-07	FFE001303	30(b)(6) 6; FF 39; FBO 39
9/30/06	Robert Meadows	Ricky Ward, et al.	Very Important Visit	FFE001304 - FFE001305	30(b)(6) 6; FF 39; FBO 39
4/25/07	Robert Meadows	Steve Bordeaux	Winn Dixie Features	FFE001306 - FFE001307	30(b)(6) 6; FF 39; FBO 39
5/31/07	Robert Meadows	Willie Prince, et al.	Winn Dixie DSD Ad Items > June 6th Ad	FFE001308 - FFE001309	30(b)(6) 6; FF 39; FBO 39
7/10/07	Robert Meadows	Willie Prince, et al.	Cobblestone Mill Stuffing projection update	FFE001310 - FFE001312	30(b)(6) 6; FF 39; FBO 39
8/8/07	Robert Meadows	Vickie Mixon, et al.	Winn Dixie & SaveRite Promotional Ad Items for Aug. 29th	FFE001313 - FFE001315	30(b)(6) 6; FF 39; FBO 39
10/9/07	Robert Meadows	Duane Pope, et al.	Winn Dixie Promotional Ad Items for Oct. 31st	FFE001316 - FFE001318	30(b)(6) 6; FF 39; FBO 39
12/7/07	Robert Meadows	Duane Pope, et al.	Winn Dixie & SaveRite Promotional Ad Items Dec. 26th	FFE001319 - FFE001321	30(b)(6) 6; FF 39; FBO 39
8/22/06	Robert Meadows	Michael Lord	Winn Dixie Promotional Ad Items for Sept. 6th	FFE001322 - FFE001326	30(b)(6) 6; FF 39; FBO 39
12/18/06	Robert Meadows	Betty Easterling	WD Period 1 FY07 Features	FFE001327 - FFE001328	30(b)(6) 6; FF 39; FBO 39
1/25/07	Robert Meadows	Michael Lord, et al.	Grand Re-Opening > Columbus, GA	FFE001329 - FFE001331	30(b)(6) 6; FF 39; FBO 39
6/6/06	Robert Meadows	Michael Lord	Bun Prices	FFE001332 - FFE001334	30(b)(6) 6; FF 39; FBO 39
6/15/07	Grady Messer	Robert Meadows	Winn Dixie Re-Grand Openings	FFE001335	30(b)(6) 6; FF 39; FBO 39
6/19/07	Betty Easterling	Robert Meadows	Opelika Price Changes	FFE001336 -	30(b)(6) 6; FF 39; FBO 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
				FFE001337	
9/20/07	Michael Lord	Grady Messer, et al.	Winn Dixie features	FFE001338 - FFE001339	30(b)(6) 6; FF 39; FBO 39
9/28/07	Robert Meadows	Michael Lord	Price Increases	FFE001340 - FFE001342	30(b)(6) 6; FF 39; FBO 39
11/13/03	Robert Meadows	Michael Lord	PL Increase	FFE001343	30(b)(6) 6; FF 39; FBO 39

EXHIBIT N -

Bonnie Harrison, [Title], Flowers Baking Co. of Thomasville, E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
9/19/06	Bonnie Harrison	Nancy Plymale	Update to Distributor Coordinator Manual	FBTE000730 -- FBTE000741	30 (b)(6) 4, 9, 10
9/27/06	Bonnie Harrison	Nancy Plymale	Distributor Documents for Funding	FBTE000742 -- FBTE000743	30 (b)(6) 4, 9, 10
12/05/06	Bonnie Harrison	Nancy Plymale	BOA residents	FBTE000744	30 (b)(6) 8
12/27/06	Bonnie Harrison	Nancy Plymale	Bank of America & Synovus	FBTE000745 -- FBTE000746	30 (b)(6) 8
1/2/07	Bonnie Harrison	Kim Thompson	New BOA Credit Application	FBTE000747 -- FBTE000751	30 (b)(6) 8-10
1/23/07	Bonnie Harrison	Nancy Plymale	BOA Purchase of Synovus Leases	FBTE000752 -- FBTE000755	30 (b)(6) 8
3/20/07	Bonnie Harrison	Nancy Plymale	BofA Announcement	FBTE000756 -- FBTE000762	30 (b)(6) 8, 9
6/4/07	Wayne Parmer	Johnny Shepard	Bobby Kirkland	FBTE000763 -- FBTE000765	30 (b)(6) 5, 9
6/5/07	Wayne Parmer	Johnny Shepard	Kirkland	FBTE000766 -- FBTE000767	30 (b)(6) 5, 9
6/14/07	Bonnie Harrison	Nancy Plymale	UCC1 in UFOC	FBTE000768 -- FBTE000769	30 (b)(6) 8, 9
6/18/07	Bonnie Harrison	Nancy Plymale	BofA Leasing	FBTE000770 -- FBTE000771	30 (b)(6) 8, 9
6/22/07	Bonnie Harrison	Nancy Plymale	Distributor Legal Name Requirement	FBTE000772 -- FBTE000773	30 (b)(6) 5, 9
7/13/07	David Johnson	Rick Hardy, et al.	Bilo Bill back process information	FBTE000774 -- FBTE000775	30 (b)(6) 6, 9; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
8/2/07	Chuck Rich	Johnny Shepard	Thomasville 2007 UFOC	FBTE000776 – FBTE000834	30 (b)(6) 4, 8-10
8/13/07	Wayne Parmer	Kim Thompson	Robert Lloyd Garnishment	FBTE000835 – FBTE000850	30 (b)(6) 5, 9
8/20/07	Chuck Rich	Johnny Shepard	BofA Leasing	FBTE000851 – FBTE000857	30 (b)(6) 8, 9
8/20/07	Bonnie Harrison	Nancy Plymale	BofA Leasing	FBTE000858 – FBTE000859	30 (b)(6) 8, 9
8/22/06	Bonnie Harrison	Johnny Shepard	UFOC & Conference Call – Thomasville	FBTE000860 – FBTE000916	30 (b)(6) 4, 8-10
8/23/07	Gina Griner	Angela Steele, et al.	Distributor Funding Requirements and Refreshers	FBTE000917 – FBTE000919	30 (b)(6) 8, 9
8/23/07	Bonnie Harrison	Nancy Plymale	Distributor Funding Requirements and Refreshers	FBTE000920 – FBTE000923	30 (b)(6) 8, 9
9/10/07	Bonnie Harrison	Nancy Plymale	BOA doc fees	FBTE000924	30 (b)(6) 8, 9
10/1/07	Wayne Parmer	Dist. Coord. and Controllers	Unified Carrier Registration Program	FBTE000925	30 (b)(6) 8, 9; FBO 5
10/1/07	Bonnie Harrison	Nancy Plymale	Unified Carrier Registration Program	FBTE000926	30 (b)(6) 8, 9; FBO 5
10/16/07	Kim Thompson	Bonnie Harrison	Driving Safety/Training Material	FBTE000927 – FBTE000929	30 (b)(6) 5, 9; FBO 5
10/16/07	Bonnie Harrison	Natalie Simpson	Driving Safety/Training Material	FBTE000930 – FBTE000932	30 (b)(6) 5, 9; FBO 5
10/29/07	Wayne Parmer	Dist. Coord. and Controllers	Budget truck rental locations	FBTE000933 – FBTE000985	30 (b)(6) 5, 9; FBO 5
7/31/07	Wayne Parmer	Dist Coord. and Controllers	Distributor Checklist	FBTE000986 – FBTE000991	30 (b)(6) 5, 9; FBO 5

EXHIBIT O -
Michael Lord, Vice President of Sales, Flowers Baking Co. of Opelika, E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
11/01/06	Grady Messer	Jerry Woodham	Price Allowance Charge Back	FBOE000700	FBO 3
11/1/06	Michael Lord	Steve Bordeaux	Price Allowance Charge Back	FBOE000701	FBO 3
1/4/07	Grady Messer	Michael Lord	Artisan Mill Weekly Units Sold Report	FBOE000702 - FBOE000707	FBO 3
10/15/07	Grady Messer	Michael Lord	Doug Branch, Muffins	FBOE000708	FBO 3
10/15/07	Michael Lord	Steve Bordeaux	Doug Branch, Muffins	FBOE000709	FBO 3
10/16/06	Michael Lord	Grady Messer, et al.	Distributor NO Pays Week 41	FBOE000710	FBO 3
6/6/07	Grady Messer	Michael Lord	DeWayne Cleveland, Mother	FBOE000711	FBO 3
10/22/07	Michael Lord	Grady Messer, et al.	Distributor No Pays	FBOE000712	FBO 3
10/23/07	Grady Messer	Michael Lord	Distributor No Pays	FBOE000713	FBO3
10/23/07	064 Branch	Grady Messer	Distributor No Pays	FBOE000714	FBO 3
4/11/06	065 Branch	Ricky Ward	Payment	FBOE000715	FBO 3
5/8/06	Ricky Ward	Michael Lord	Distributor No Pays Week 18	FBOE000716	FBO 3
8/28/06	Michael Lord	Grady Messer, et al.	Distributor Payments	FBOE000717	FBO 3
9/25/06	Michael Lord	Grady Messer, et al.	Distributor No Pays Week 37	FBOE000718	FBO 3
10/10/06	Michael Lord	Grady Messer, et al.	Distributor No Pays Week 40	FBOE000719	FBO 3
10/23/06	Michael Lord	Grady Messer	Distributor No Pays Week 42	FBOE000720	FBO 3
11/6/06	Michael Lord	Grady Messer, et al.	Distributor No Pays Week 44	FBOE000721	FBO 3
11/20/06	Michael Lord	Grady Messer, et al.	Distributor No Pays	FBOE000722	FBO 3
11/20/06	Michael Lord	Ricky Ward	Distributor No Pays	FBOE000723 - FBOE000725	FBO 3
10/21/05	064 Branch	Michael Lord	Route 2055 Shrink	FBOE000726	FBO 3
3/2/06	Grady Messer	Michael Lord, et al.	New Stale Budgets FY 2006	FBOE000727	FBO 3
9/2/06	064 Branch	Grady Messer	Stale Report	FBOE000728	FBO 3

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
9/16/06	064 Branch	Grady Messer	Stale Report	FBOE000729	FBO 3
9/29/06	Michael Lord	Grady Messer, et al.	PBS Shrink	FBOE000730	FBO 3
10/4/06	Michael Lord	Grady Messer	Route 2055 Misc Cash Analysis	FBOE000731 - FBOE000732	FBO 3
10/12/06	Michael Lord	Grady Messer, et al.	PBS Watch List	FBOE000733	FBO 3
10/16/06	Michael Lord	Grady Messer	Route 2055 Product Conversions	FBOE000734 - FBOE000735	FBO 3
10/31/06	Michael Lord	Grady Messer	Prison Misc Cash Accounts Check Up	FBOE000736	FBO 3
10/31/06	Michael Lord	Grady Messer	Route 2055	FBOE000737 - FBOE000738	FBO 3
10/31/06	Michael Lord	Grady Messer	Route 2055	FBOE000739 - FBOE000742	FBO 3
10/31/06	Michael Lord	Grady Messer	Route 2055 Week 42	FBOE000743 - FBOE000748	FBO 3
11/1/06	Grady Messer	Jerry Woodham	Price Allowance Charge Back	FBOE000749	FBO 3
11/1/06	Michael Lord	Steve Bordeaux	Price Allowance Charge Back	FBOE000750	FBO 3
11/8/06	Michael Lord	Grady Messer	2055 Product Conversion for Week 44	FBOE000751 - FBOE000757	FBO 3
11/20/06	Michael Lord	Grady Messer	2055 Charge Back	FBOE000758 - FBOE000767	FBO 3
2/9/07	067 Branch	Grady Messer	Missing Product	FBOE000768	FBO 3
3/9/07	Michael Lord	Grady Messer, et al.	Shrink Reports	FBOE000769	FBO 3
4/6/07	Michael Lord	Grady Messer, et al.	Shrink Reports	FBOE000770	FBO 3
5/25/07	Michael Lord	069 Branch, et al.	Problem PBS Routes	FBOE000771	FBO 3
5/25/07	064 Branch	Michael Lord	Problem PBS Routes	FBOE000772	FBO 3
5/25/07	Michael Lord	064 Branch	Problem PBS Routes	FBOE000773	FBO 3

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
6/9/07	064 Branch	Michael Lord	Wal-Mart Rack Info Needed	FBOE000774 - FBOE000775	FBO 3
10/14/05	064 Branch	Michael Lord, et al.	Snoball Shippers in Dollar Stores	FBOE000776 - FBOE000778	FBO 3
9/7/06	Michael Lord	Grady Messer, et al.	Roman Meal – 4th Weeks Results – Distributor Contest	FBOE000779 - FBOE000845	FBO 3 21, 30
10/10/06	Michael Lord	Grady Messer, et al.	Distributor No Pays for Week 40	FBOE000846	FBO 3
6/8/06	064 Branch	Michael Lord	Lew Baxter's Snowballs in WalMart	FBOE000847	FBO 3
8/17/06	Michael Lord	Grady Messer, et al.	Roman Meal – 1st Weeks Results – Distributor Contest	FBOE000848 - FBOE000892	FBO 3, 21, 30
9/25/06	Michael Lord	Donna Greek	Roman Mill Winner	FBOE000893	FBO 3, 21, 30
9/29/06	Michael Lord	Grady Messer, et al.	Roman Meal Contest – Boat and Fishing Trip Winners	FBOE000894 - FBOE000895	FBO 3, 21, 30
9/30/06	064 Branch	Michael Lord	R. Meal Info for Lew Baxter (Fishing Trip)	FBOE000896	FBO 3, 21, 30
10/2/06	Michael Lord	Donna Greek	R. Meal Info for Lew Baxter (Fishing Trip)	FBOE000897	FBO 3, 21, 30
12/6/06	064 Branch	Bobby Clary	Accounts that need to be deleted from Lew Baxter's HHC	FBOE000898	FBO 3
1/11/07	Michael Lord	064 Branch	Accounts that need to be deleted from Lew Baxter's HHC	FBOE000899	FBO 3
4/13/07	Michael Lord	Chuck Rich	Lew Baxter	FBOE000900 - FBOE000901	FBO 3
4/17/07	Chuck Rich	Gene Lord	Lou Baxter – Montgomery Distributor	FBOE000902	FBO 3

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
4/17/07	Michael Lord	Chuck Rich	Lou Baxter – Montgomery Distributor	FBOE000903 - FBOE000904	FBO 3
8/21/07	064 Branch	Michael Lord	C-Stores and Drug Stores without Cakes	FBOE000905 - FBOE000909	FBO 3
11/3/06	Chuck Rich	Johnny Shepard, et al.	2007 Medical Plan Confirmation Notices	FBOE000910 - FBOE000911	30 (b)(6) 5, 9; FBO 13
11/14/06	Steve Bordeaux	Brad Alexander	A couple of distributor issues	FBOE000912 - FBOE000913	30(b)(6) 5, 9
12/5/06	Michael Lord	Wayne Parmer	Big Lots	FBOE000914	30 (b)(6) 5, 9
12/5/06	Michael Lord	Ricky Ward	Big Lots	FBOE000915	30 (b)(6) 5, 9
12/26/06	Chuck Rich	Johnny Shepard, et al.	Bank of America & Synovus	FBOE000916 - FBOE000917	30 (b)(6) 5, 9
1/26/07	Dan Shubert	Angela Steele, et al.	2007 Tram Norris Allstate Independent Distributor Scholarship Fund	FBOE000918 - FBOE000927	FBO 3, 5
2/7/07	Michael Lord	Wayne Parmer	Adding Subsidy to a Distributor that loses a key account	FBOE000928	30(b)(6) 5, 9
2/28/07	Wayne Parmer	Michael Lord	Adding Subsidy to a Distributor that loses a key account	FBOE000929	30 (b)(6) 5, 9
2/8/07	Michael Lord	Steve Bordeaux	Adding Subsidy to a Distributor that loses a key account	FBOE000930	30 (b)(6) 5, 9
6/30/07	Don Adkins	Michael Lord	Q/Curtis Sears #2117	FBOE000931 - FBOE000934	30(b)(6) 8-9
7/5/07	Chuck Rich	Steve Bordeaux, et al.	Curtis Sears	FBOE000935 - FBOE000938	30(b)(6) 8-9
8/1/07	Michael Lord	Wayne Parmer, et al.	2117	FBOE000939 -	30(b)(6) 8-9

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
				FBOE000943	
8/1/07	Michael Lord	Wayne Parmer, et al.	2117	FBOE000944	30(b)(6) 8-9
8/2/07	Michael Lord	Ricky Ward	2117	FBOE000945 - FBOE000950	30(b)(6) 8-9
8/2/07	Chuck Rich	Steve Bordeaux, et al.	2117	FBOE000951 - FBOE000957	30(b)(6) 8-9
9/6/07	Michael Lord	Grady Messer, et al.	Roman Meal Wk#35 Contest Results	FBOE000958 - FBOE000969	FBO 21
10/16/07	Chuck Rich	Johnny Shepard, et al.	Driving Safety/Training Material	FBOE000970 - FBOE000972	30(b)(6) 5, 9
10/16/07	Michael Lord	Steve Bordeaux, et al.	Driving Safety/Training Material	FBOE000973 - FBOE000975	30(b)(6) 5,9
10/26/07	Michael Lord	Wayne Parmer	Budget Trucks	FBOE000976	30(b)(6) 5, 9
10/29/07	Wayne Parmer	Dist Coord and Controllors	Budget Truck Rental Locations	FBOE000977	30(b)(6) 5, 9
10/30/07	Wayne Parmer	Willie Prince, et al.	Training Manual Overview	FBOE000978 - FBOE000980	30(b)(6) 5, 8-9; FBO 19
11/30/07	Steve Bordeaux	Michael Lord	Adding Derst Products	FBOE000981 - FBOE000986	30(b)(6) 4, 9, 10
11/30/07	Michael Lord	Don Adkins	Adding Derst Products	FBOE000987 - FBOE000992	30(b)(6) 4, 9, 10
8/17/06	Michael Lord	Grady Messer, et al.	Roman Meal – 1st Weeks Results – Distributor Contest	FBOE000993 - FBOE001007	FBO 3, 21, 30
9/25/06	Michael Lord	Donna Greek	Roman Mill Winner	FBOE001008	FBO 3, 21, 30
9/29/06	Michael Lord	Grady Messer, et al.	Roman Meal Contest – Boat and Fishing Trip Winners	FBOE001009 - FBOE001010	FBO 3, 21, 30
12/6/06	064 Branch	Bobby Clary	Accounts that need to be deleted from Lew Baxter's	FBOE001011	FBO 3

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
			HHC		
1/11/07	Michael Lord	064 Branch	Accounts that need to be deleted from Lew Baxter's HHC	FBOE001012	FBO 3
6/18/07	Grady Messer	064 Branch	Pull up Routes, not Rotating	FBOE001013	FBO 3
10/16/06	Michael Lord	Bobby Priest, et al.	Circle K Feature	FBOE001014	FBO 39
10/20/06	Michael Lord	Gary Cartee	Circle K	FBOE001015	FBO 39
10/27/06	Michael Lord	Bobby Priest, et al.	Circle K Pricing	FBOE001016 - FBOE001020	FBO 39
11/28/06	Michael Lord	Bobby Priest, et al.	Circle K Mini Donut Promotion	FBOE001021	FBO 39
11/28/06	Michael Lord	Bobby Priest, et al.	Circle K One Zone Pricing	FBOE001022 - FBOE001026	FBO 39
1/19/07	Nannette Brooks	Clint Conwell, et al.	Columbus Area Store Resets	FBOE001027 - FBOE001032	FBO 39
2/7/07	Betty Easterling	T Walters	Circle K Period 3 Features FY07	FBOE001033	FBO 39
5/7/07	Michael Lord	Bobby Priest, et al.	3.5 oz Honey Bun Price Change	FBOE001034	FBO 39
6/7/07	Gary Cartee	Michael Lord	Circle K Snack Prices	FBOE001035	FBO 39
7/9/07	Michael Lord	Joe M. Miller, et al.	Flowers Baking Company Cost Changes	FBOE001036 - FBOE001038	FBO 39
7/11/07	Michael Lord	Norris McDaniel, et al.	Circle K Pricing for GA, AL, SC	FBOE001039	FBO 39
9/7/07	Joe Miller	Gary Cartee, et al.	Circle K changing bakery supplies from Derst/Flowers to IBC in selected sites	FBOE001040 - FBOE001041	FBO 39
10/17/07	Michael Lord	Norris McDaniel, et al.	Circle K Cost Changes	FBOE001042 -	FBO 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
				FBOE001048	
10/24/07	Michael Lord	Bobby Priest, et al.	Circle K November pastry/coffee promotion	FBOE001049 - FBOE001050	FBO 39
8/28/06	Michael Lord	Grady Messer	Martys Route	FBOE001051	FBO 3
11/10/06	Ginette Hall	DSM, et al.	Authorized Products for Handheld System	FBOE001052 - FBOE001053	FBO 14; FF 14; FBT 14
10/14/05	064 Branch	Michael Lord, et al.	Snoball shippers in dollar stores	FBOE001054 - FBOE001056	FBO 3
11/3/06	Michael Lord	Grady Messer, et al.	PBS Shrink	FBOE001057	FBO 3
2/21/07	Grady Messer	064 Branch	2063, Dewayne Cleveland, New Walmart Opening	FBOE001058	FBO 3
6/9/07	064 Branch	Michael Lord	WalMart Rack Info Needed	FBOE001059 - FBOE001060	FBO 3
7/27/07	Steve Bordeaux	Grady Messer, et al.	Stale Control	FBOE001061	FBO 3
10/25/07	064 Branch	Michael Lord	Dollar General Sales	FBOE001062 - FBOE001063	FBO 3
11/3/06	Kenny Covington	Bobby Priest, et al.	Krystal Store Sales Increase/ordering	FBOE001064 - FBOE001065	30(b)(6) 6; FF 39; FBO 39
11/17/06	Steve Bordeaux	Grady Messer, et al.	Krystal Immediate Attention Needed	FBOE001066	30(b)(6) 6; FF 39; FBO 39
12/1/06	Kenny Covington	Bobby Priest, et al.	Krystal Double BA Burger Promotion/Dec 14th-Jan 4th	FBOE001067	30(b)(6) 6; FF 39; FBO 39
12/13/06	Kenny Covington	Bobby Priest, et al.	Krystal Price Increase Approved for 2007	FBOE001068 - FBOE001069	30(b)(6) 6; FF 39; FBO 39
6/15/07	Brad Alexander	Region 4 Plant Presidents	Price Increase Information	FBOE001070	30(b)(6) 6; FF 39; FBO 39
8/22/07	Rick Rowan	Norris McDaniel, et al.	Krystal Price Increase Approved	FBOE001071 - FBOE001072	30(b)(6) 6; FF 39; FBO 39

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8/27/07	Michael Lord	cc: Bobby Clary	Price Increase Sept 03	FBOE001073	30(b)(6) 6; FF 39; FBO 39
6/15/06	Craig White	FBI VPs	Burger King Price Increase	FBOE001074 - FBOE001075	30(b)(6) 6; FF 39; FBO 39
8/24/06	Michael Lord	Don Adkins	Burger King Schuster	FBOE001076	FBO 39
9/19/06	Michael Lord	Bobby Clary, et al.	New Burger King Prices	FBOE001077 - FBOE001078	FBO 39
12/11/06	Michael Lord	Bobby Clary, et al	Burger King Price Increase	FBOE001079 - FBOE001080	FBO 39
12/18/06	Michael Lord	Grady Messer, et al.	Cocoon Coupon Drop	FBOE001081 - FBOE001083	FBO 39
3/12/07	Craig White	FBI VPs	Burger King Pricing April/May/June	FBOE001084 - FBOE001085	30(b)(6) 6; FF 39; FBO 39
6/6/07	Michael Lord	Grady Messer, et al.	New BK Prices	FBOE001086 - FBOE001087	FBO 39
8/1/07	Michael Lord	Grady Messer, et al.	Spicy Chicken Crisp – Sales Update 7-31	FBOE001088 - FBOE001089	FBO 39
9/3/07	Michael Lord	Grady Messer, et al.	National ADVO Coupon Drop	FBOE001090 - FBOE001093	FBO 39
12/23/05	Jim Fryar	FBI VPs	Sonic Price Increase – Happy Holidays	FBOE001094 - FBOE001095	30(b)(6) 6; FF 39; FBO 39
8/25/06	Michael Lord	Ricky Ward	Sonic/Barnesville	FBOE001096 - FBOE001100	FBO 39
12/11/06	Jim Fryar	FBI VPs	Sonic Price Increase Letter	FBOE001101 - FBOE001102	30(b)(6) 6; FF 39; FBO 39; FBT 36
1/12/07	Jeff Strain	FBI VPs	February Sonic will be featuring Footlongs	FBOE001103	30(b)(6) 6; FF 39; FBO 39; FBT 36
3/9/07	Jim Fryar	FBI VPs, et al.	Sonic	FBOE001104	30(b)(6) 6; FF 39; FBO 39

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3/21/07	Michael Lord	Grady Messer, et al.	Sonic Feature April	FBOE001105	FBO 39
4/16/07	Jim Fryar	FBI VPs, et al.	Sonic Feature for May	FBOE001006	30(b)(6) 6; FF 39; FBO 39
5/11/07	Jim Fryar	FBI VPs, et al.	Sonic Feature for June	FBOE001107	30(b)(6) 6; FF 39; FBO 39
6/8/07	Michael Lord	Grady Messer, et al.	Sonic Feature for July	FBOE001108	FBO 39
7/11/07	Jim Fryar	FBI VPs	Sonic Price Increase – August the 6th	FBOE001109 - FBOE001110	30(b)(6) 6; FF 39; FBO 39
8/9/07	Jim Fryar	FBI VPs, et al.	September 2007 Coupons	FBOE001111 - FBOE001114	30(b)(6) 6; FF 39; FBO 39
9/10/07	Jim Fryar	FBI VPs, et al.	Sonic Feature for October	FBOE001115	30(b)(6) 6; FF 39; FBO 39
9/25/07	Michael Lord	Grady Messer, et al.	Sonic Feature for October – Reminder	FBOE001116 - FBOE001117	FBO 39
10/15/07	Jim Fryar	FBI VPs, et al.	Sonic – November Promotion	FBOE001118	30(b)(6) 6; FF 39; FBO 39
11/12/07	Jim Fryar	FBI VPs, et al.	Sonic – December Promotion	FBOE001119	30(b)(6) 6; FF 39; FBO 39
9/15/06	Michael Lord	Grady Messer, et al.	Fred's Promotion 9/25 – 10/21	FBOE001120 - FBOE001121	FBO 39
11/15/06	David Dodge	John Gilmer, et al.	Fred's Promotion 11/20 – 12/23	FBOE001122	30(b)(6) 6; FF 39; FBO 39
12/7/06	David Dodge	FBI VPs	Service Issues Fred's Weeks 46, 47, 48	FBOE001123 - FBOE001129	30(b)(6) 6; FF 39; FBO 39
1/19/07	David Dodge	FBI VPs	BB Easter Snowballs Coming Up	FBOE001130 - FBOE001134	30(b)(6) 6; FF 39; FBO 39
3/14/07	David Dodge	FBI VPs	Fred's Promotion 3/26 – 4/22 & Easter Buns Sales	FBOE001135	30(b)(6) 6; FF 39; FBO 39

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4/24/07	David Dodge	FBI VPs	Natures Own Honey Wheat Buns – Authorized in Dollar Stores	FBOE001136 - FBOE001138	30(b)(6) 6; FF 39; FBO 39
7/3/07	Michael Lord	Grady Messer, et al.	Fred's Promotions 7/16 – 8/12	FBOE001139	FBO 39
8/30/07	Michael Lord	Ricky Ward	Fred's grand opening coming up on 9/28/07	FBOE001140 - FBOE001146	FBO 39
9/27/07	David Dodge	FBI VPs	Fred's Promotion 10/8 – 11/4	FBOE001147	30(b)(6) 6; FF 39; FBO 39
11/20/07	David Dodge	FBI VPs	Fred's Price Increase Dec 3, 2007	FBOE001148 - FBOE001161	30(b)(6) 6; FF 39; FBO 39
8/2/07	Michael Lord	Ricky Ward	2117	FBOE001162 - FBOE001163	30 (b)(6) 8, 9
8/2/07	Chuck Rich	Steve Bordeaux	2117	FBOE001164 - FBOE001170	30 (b)(6) 8, 9
8/22/07	Michael Lord	Grady Messer	Distributor Relations Meeting	FBOE001171	30 (b)(6) 5, 9
10/16/07	Chuck Rich	Johnny Shepard, et al.	Driving Safety/Training Material	FBOE001172 - FBOE001174	30 (b)(6) 5, 9
10/16/07	Michael Lord	Steve Bordeaux	Driving Safety/Training Material	FBOE001175 - FBOE001177	30 (b)(6) 5, 9
10/30/07	Wayne Parmer	Willie Price, et al.	Training Manual Overview	FBOE001178 - FBOE001180	30 (b)(6) 5, 8, 9
11/3/06	Chuck Rich	Johnny Shepard, et al.	2007 Medical Plan Confirmation Notices	FBOE001181 - FBOE001182	30 (b)(6) 5, 9
11/14/06	Steve Bordeaux	Brad Alexander	A couple of Distributor Issues	FBOE001183 - FBOE001184	30 (b)(6) 5, 9
12/26/06	Chuck Rich	Johnny Shepard	Bank of America & Synovus	FBOE001185 - FBOE001186	30 (b)(6) 8, 9
1/26/07	Dan Shubert	Angela Steele, et al.	2007 Tram Norris Allstate Independent Distributor	FBOE001187 -	FBO 3, 5

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			Scholarship Fund	FBOE001196	
4/13/07	Michael Lord	Chuck Rich	Lew Baxter	FBOE001197 - FBOE001198	30 (b)(6) 3, 9; FBO 3
4/17/07	Chuck Rich	Gene Lord	Lou Baxter – Montgomery Distributor	FBOE001199	30 (b)(6) 3, 9; FBO 3
4/17/07	Michael Lord	Chuck Rich	Lou Baxter – Montgomery Distributor	FBOE001200 - FBOE001201	30 (b)(6) 3, 9; FBO 3
5/18/07	Wayne Parmer	Mike McCall, et al.	Steak and Shake	FBOE001202	30 (b)(6) 9
5/18/07	Michael Lord	Don Adkins	Steak and Shake	FBOE001203 - FBOE001204	30 (b)(6) 9
6/30/07	Don Adkins	Michael Adkins	Q/Curtis Sears #2117	FBOE001205 - FBOE001208	30 (b)(6) 8, 9
7/5/07	Michael Lord	Chuck Rich	Scanned Letter	FBOE001209 - FBOE001211	30 (b)(6) 8, 9
7/5/07	Chuck Rich	Steve Bordeaux	Curtis Sears	FBOE001212 - FBOE001215	30 (b)(6) 8, 9
8/1/07	Michael Lord	Wayne Parmer, et al.	2117	FBOE001216 - FBOE001220	30 (b)(6) 8, 9
8/1/07	Michael Lord	Wayne Parmer, et al.	2117	FBOE001221	30 (b)(6) 8, 9
11/30/07	Steve Bordeaux	Michael Lord	Adding Derst Products	FBOE001222	30(b)(6) 4, 9, 10
11/30/07	Michael Lord	Don Adkins	Adding Derst Products	FBOE001223	30(b)(6) 4, 9, 10
10/3/05	Charles Avera	Tim Watson, et al.	Market Pantry Pricing – Effective 10/17/05	FBOE001224 - FBOE001225	30(b)(6) 6; FF 39; FBO 39
8/22/06	Charles Avera	Willie Prince, et al.	Target Market Pantry Price Increase	FBOE001226	30(b)(6) 6; FF 39; FBO 39
8/22/06	Michael Lord	Bobby Clary	Target New Items – New Own Ovals & Whitewheat Dinner Rolls	FBOE001227 - FBOE001229	FBO 39

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10/9/06	Michael Lord	Grady Messer, et al.	Nature's Own Ovals – Grady Messer Target Stores	FBOE001230 - FBOE001231	FBO 39
4/15/07	Charles Avera	Willie Prince, et al.	Target – Patriotic Cupcakes – 6 pack	FBOE001232	30(b)(6) 6; FF 39; FBO 39
5/8/07	Michael Lord	Betty Easterling	Urgent Request – Target Market Pantry Retail price survey	FBOE001233 - FBOE001235	30(b)(6) 6; FF 39; FBO 39
5/11/07	Michael Lord	Grady Messer, et al.	Honey Wheat Contest Accounts	FBOE001236 - FBOE001241	30(b)(6) 6; FF 39; FBO 21, 30, 39
5/19/07	Charles Avera	Willie Prince, et al.	Target Market Pantry Price Increase	FBOE001242	30(b)(6) 6; FF 39; FBO 39
5/29/07	Charles Avera	Willie Prince, et al.	Target approved Natures Own Hones Wheat Buns	FBOE001243 - FBOE001244	30(b)(6) 6; FF 39; FBO 39
6/27/07	Kim Ford	Charles Avera	Opelika Price Increase for Target	FBOE001245 - FBOE001246	30(b)(6) 6; FF 39; FBO 39
7/9/07	Charles Avera	Willie Prince	Natures Own Oval – Double Fiber – Target	FBOE001247	30(b)(6) 6; FF 39; FBO 39
7/20/07	Charles Avera	Willie Prince	Target – August 13th Pricing	FBOE001248 - FBOE001249	30(b)(6) 6; FF 39; FBO 39
8/17/07	Charles Avera	Willie Prince, et al.	Roman Meal Target	FBOE001250 - FBOE001251	30(b)(6) 6; FF 39; FBO 39
9/28/07	Charles Avera	Michael Lord	Price Increases	FBOE001252	30(b)(6) 6; FF 39; FBO 39
9/29/07	Charles Avera	Willie Prince, et al.	Price Changes to Target 60 Days	FBOE001253	30(b)(6) 6; FF 39; FBO 39
10/2/07	Kim Ford	Charles Avera	Target Price Changes for 11-12-07	FBOE001254 - FBOE001256	30(b)(6) 6; FF 39; FBO 39
10/11/07	Charles Avera	Willie Prince, et al.	Flowers Brand Pricing	FBOE001257 - FBOE001258	30(b)(6) 6; FF 39; FBO 39

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12/20/05	Bobby Massanelli	FBI VPs	Wal-Mart Private Label Increase 1/2/06	FBOE001259 - FBOE001262	30(b)(6) 6; FF 39; FBO 39
8/31/06	Bobby Massanelli	Michael Lord	Wal-Mart PL Price Increase	FBOE001263	30(b)(6) 6; FF 39; FBO 39
11/21/06	Bobby Massanelli	FBI VPs	New Wal-Mart Private Label Stores "Jan"	FBOE001264 - FBOE001265	30(b)(6) 6; FF 39; FBO 39
10/16/06	Michael Lord	Bobby Massanelli	Wal-Mart Natures Own Ovals	FBOE001266 - FBOE001267	30(b)(6) 6; FF 39; FBO 39
11/21/06	Bobby Massanelli	FBI VPs	New Wal-Mart Private Label Stores "Jan"	FBOE001268 - FBOE001269	30(b)(6) 6; FF 39; FBO 39
1/19/07	Michael Lord	Bobby Massanelli	Natures Own Rollback Retailers	FBOE001270	30(b)(6) 6; FF 39; FBO 39
1/30/07	Michael Lord	Shane Red	SAM'S CLUB PO's February 3rd through February 9th	FBOE001271 - FBOE001272	30(b)(6) 6; FF 39; FBO 39
3/13/07	Michael Lord	Grady Messer, et al.	SAMS CLUB Total Bread and Bun Racks	FBOE001273	30(b)(6) 6; FF 39; FBO 39
4/20/07	Steve Locklar	Ricky Ward, et al.	Flowers Rollback Display Racks	FBOE001274 - FBOE001277	30(b)(6) 6; FF 39; FBO 39
5/18/07	Betty Easterling	Bobby Massanelli	Wal-Mart Cost Change / Item Maintenance Form	FBOE001278 - FBOE001279	30(b)(6) 6; FF 39; FBO 39
6/15/07	Michael Lord	Grady Messer, et al.	Cobblestone Mill Selects: Coming July 2nd	FBOE001280 - FBOE001287	30(b)(6) 6; FF 39; FBO 39
7/26/07	Steve Locklar	Smitty Stephens, et al.	Wal-Mart tracking Report	FBOE001288 - FBOE001296	30(b)(6) 6; FF 39
8/22/07	Michael Lord	Grady Messer, et al.	Flowers Market by Plant for Labor Day	FBOE001297 - FBOE001298	30(b)(6) 6; FF 39; FBO 39
10/11/07	Kim Ford	Bobby Massanelli, et al.	WalMart Price Increases for Opelika	FBOE001299 - FBOE001300	30(b)(6) 6; FF 39; FBO 39
10/11/07	Bobby Massanelli	Michael Lord	WalMart Shelf Space	FBOE001301	30(b)(6) 6; FF 39; FBO 39

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11/18/07	Steve Locklar	Ricky Ward, et al.	Empty Bread Racks	FBOE001302	39 30(b)(6) 6; FF 39; FBO 39
12/4/07	Steve Locklar	Michael Lord	COMAC-BB 100 Calorie Snacks – Urgent	FBOE001303 - FBOE001319	30(b)(6) 6; FF 39; FBO 39
11/30/06	Michael Lord	Grady Messer	Natures own full ovals	FBOE001320 - FBOE001322	30(b)(6) 6; FF 39; FBO 39
2/2/07	David Johnson	Tim Watson, et al.	Bruno's Double Fiber week4	FBOE001323 - FBOE001324	30(b)(6) 6; FF 39; FBO 39
3/12/07	Michael Lord	Grady Messer, et al.	Bilo/Bruno display approved	FBOE001325 - FBOE001327	30(b)(6) 6; FF 39; FBO 39
4/11/07	Michael Lord	David Johnson	Bilo/Bruno display approved	FBOE001328 - FBOE001338	30(b)(6) 6; FF 39; FBO 39
6/28/07	David Johnson	Barry Thompson, et al.	Bilo-Bruno: Vendor Dress/Conduct Code	FBOE001339 - FBOE001341	30(b)(6) 6; FF 39; FBO 39
8/24/07	David Johnson	Bill Rouse, et al.	Back to School donuts, theme shipper	FBOE001342	30(b)(6) 6; FF 39; FBO 39
9/17/07	David Johnson	Jess Maggard, et al.	Bilo-Bruno's muffins BOGOF "Break Through"	FBOE001343 - FBOE001344	30(b)(6) 6; FF 39; FBO 39
1/19/07	Michael Lord	Grady Messer, et al.	Blue Bird 100 Calorie Count Snack Cakes	FBOE001345 - FBOE001347	30(b)(6) 6; FF 39; FBO 39
3/30/07	Grady Messer	Michael Lord	Huddle House	FBOE001348	30(b)(6) 6; FF 39; FBO 39
4/16/07	Michael Lord	Ricky Ward	Huddle House	FBOE001349 - FBOE001350	30(b)(6) 6; FF 39; FBO 39
11/18/05	Jeff Strain	FBI VPs, et al.	Chick Fil A Golden Wheat bun Price Increase	FBOE001351 - FBOE001352	30(b)(6) 6; FF 39; FBO 39
11/10/06	Ginette Hall	DSM, et al.	Authorized Products for Handheld System	FBOE001353 - FBOE001354	FF 14; FBO 14, FBT 14

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12/26/06	Iris Hood	FFBG MRP Controllers, et al.	Overview of Cake Order Issue	FBOE001355	FF 14; FBO 14; FBT 14
10/20/05	Jeff Strain	Steve Archer, et al.	Hooters of America Pricing Increase	FBOE001356 - FBOE001357	30(b)(6) 6; FF 39; FBO 39
7/6/07	Jeff Strain	FBI VPs, et al.	Hooters of America Price Increase	FBOE001358 - FBOE001359	30(b)(6) 6; FF 39; FBO 39
11/28/07	Jeff Strain	Norris McDaniel, et al.	Hooters Price Increase effective December 10, 2007	FBOE001360 - FBOE001362	30(b)(6) 6; FF 39; FBO 39
12/15/07	Jeff Strain	Ricky Ward	TGIFridays	FBOE001363	30(b)(6) 6; FF 39; FBO 39
2/20/07	Bobby Clary	065 Branch	Krystal Move in LaGrange	FBOE001364	FBO 39
5/14/07	Michael Lord	Grady Messer, et al.	Routes selling less than \$200 per week in Honey Wheat	FBOE001365	FBO 3, 21, 30; FF 21, 30
6/5/07	Michael Lord	Ricky Ward	Derst	FBOE001366	FBO 3
6/14/07	Michael Lord	Kim Ford	Distributor Rankings Honey Wheat Contest wk 23	FBOE001367 - FBOE001368	FBO 3, 21, 30
7/27/07	Steve Bordeaux	Grady Messer, et al.	Stale Control	FBOE001369	FBO 3
6/5/06	Ricky Ward	062 Branch, et al.	1 Day Service	FBOE001370	FBO 3
9/7/06	Michael Lord	Grady Messer, et al.	Roman Meal – 4th Weeks Results – Distributor Contest	FBOE001371 - FBOE001381	FBO 3, 21, 30
9/14/06	Michael Lord	Grady Messer, et al.	Roman Meal – 4th Weeks Results – Distributor Contest	FBOE001382 - FBOE001391	FBO 3, 21, 30
12/13/06	Michael Lord	Ricky Ward	Service Issues	FBOE001392	FBO 3
11/20/07	Michael Lord	Don Adkins	Adding Derst Products	FBOE001393 - FBOE001398	30(b)(6) 4, 9, 10
11/30/07	Steve Bordeaux	Michael Lord	Adding Derst Products	FBOE001399 - FBOE001404	30(b)(6) 4, 9, 10
10/1/07	Michael Lord	Bobby Priest	CVS	FBOE001405	30(b)(6) 6; FF 39; FBO

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10/2/07	Michael Lord	Robert Meadows	CVS	FBOE001406	30(b)(6) 6; FF 39; FBO 39
10/2/07	Michael Lord	Willard Fowler	CVS	FBOE001407	30(b)(6) 6; FF 39; FBO 39
9/27/06	Michael Lord	Grady Messer, et al.	Price Increase FlowersFoods 10/2	FBOE001408 - FBOE001413	30(b)(6) 6; FF 39; FBO 39
11/17/06	David Dodge	FBI VPs	B & S Rolls in the Dollar Stores	FBOE001414	30(b)(6) 6; FF 39; FBO 39
12/19/06	Michael Lord	Grady Messer, et al.	Family Dollar – Happy Holidays	FBOE001415 - FBOE001416	30(b)(6) 6; FF 39; FBO 39
1/24/07	David Dodge	FBI VPs	Could you work these Family Dollar? 630 Stores	FBOE001417 - FBOE001425	30(b)(6) 6; FF 39; FBO 39
3/20/07	David Dodge	FBI VPs	Family Dollar 2007 Rollout Schedule April & ay – 487 Stores	FBOE001426 - FBOE001436	30(b)(6) 6; FF 39; FBO 39
5/3/07	David Dodge	FBI VPs	Family Dollar 3/\$1 Honey Buns – Price Change	FBOE001437 - FBOE001438	30(b)(6) 6; FF 39; FBO 39
6/15/07	David Dodge	FBI VPs	Dollar Stores July 4th Bun Sales	FBOE001439	30(b)(6) 6; FF 39; FBO 39
7/24/07	Donna R. Greek	FBI Presidents, et al.	BlueBird Back to School mini donut shippers	FBOE001440	30(b)(6) 6; FF 39; FBO 39
8/20/07	David Dodge	FBI VPs	Family Dollar Mandatory Halloween Shipper Promotion	FBOE001441 - FBOE001442	30(b)(6) 6; FF 39; FBO 39
10/12/06	Michael Lord	Grady Messer, et al.	Winn Dixie Jacksonville Region	FBOE001443 - FBOE001446	30(b)(6) 6; FF 39; FBO 39
11/30/06	Robert Meadows	Michael Lord	Free Bread – Week 29 – Grand Opening	FBOE001447 - FBOE001449	30(b)(6) 6; FF 39; FBO 39

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1/26/07	Robert Meadows	Vickie Mixon, et al.	Winn Dixie Promotion Ad Item for Feb 14th	FBOE001450 - FBOE001451	30(b)(6) 6; FF 39; FBO 39
1/26/07	Robert Meadows	Vickie Mixon, et al.	Winn Dixie Promotion Ad Item for Feb 14th	FBOE001452 - FBOE001453	30(b)(6) 6; FF 39; FBO 39
2/9/07	Steve Locklar	Ricky Ward, et al.	WD Pallet Displays	FBOE001454 - FBOE001455	30(b)(6) 6; FF 39; FBO 39
3/16/07	Robert Meadows	Bobby Clary, et al.	Additional Deals for 3-26-07	FBOE001456 - FBOE001457	30(b)(6) 6; FF 39; FBO 39
6/11/07	Steve Locklar	Ricky Ward, et al.	Cobblestone Mill BOGOF / Displays	FBOE001458	30(b)(6) 6; FF 39; FBO 39
8/1/07	Steve Locklar	Michael Lord, et al.	Pallet Promotion, Holiday Shippers	FBOE001459 - FBOE001460	30(b)(6) 6; FF 39; FBO 39
10/22/07	Robert Meadows	Michael Lord, et al.	Winn Dixie Re-Grand Opening - Correct	FBOE001461	30(b)(6) 6; FF 39; FBO 39
10/5/05	Jeff Strain	Steve Archer, et al.	New Aramark Georgia Pricing	FBOE001462 - FBOE001463	30(b)(6) 6; FF 39; FBO 39
9/01/06	Michael Lord	Grady Messer	Aramark Alabama	FBOE001464	30(b)(6) 6; FF 39; FBO 39
10/3/06	Michael Lord	Bobby Clary, et al.	New Aramark Pricing for Georgia only - effective October 9	FBOE001465 - FBOE001466	30(b)(6) 6; FF 39; FBO 39
7/18/07	Jeff Strain	Bobby Priest, et al.	New Aramark pricing for the State of Georgia - Effective August 13	FBOE001467 - FBOE001469	30(b)(6) 6; FF 39; FBO 39
9/6/07	Norris McDaniel	Randy Brock, et al.	Renewal Consideration	FBOE001470 - FBOE001472	30(b)(6) 6; FF 39; FBO 39
1/3/07	Grady Messer	Jerry Woodham, et al.	Chick-Fil-A, 3 Free days per year	FBOE001473	30(b)(6) 6; FF 39; FBO 39

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1/10/07	Bobby Preist	Michael Lord	Chick-fil-A	FBOE001474	30(b)(6) 6; FF 39; FBO 39
1/11/07	Michael Lord	Grady Messer, et al	Chick-Fil-A Free Day Discontinuance Letter	FBOE001475 - FBOE001484	30(b)(6) 6; FF 39; FBO 39
4/25/07	Michael Lord	Jeff Strain	Wheat Bun Question	FBOE001485	30(b)(6) 6; FF 39; FBO 39
7/31/07	Grady Messer	Smitty Stephens	Chick-Fil-A	FBOE001486	30(b)(6) 6; FF 39; FBO 39
7/31/07	Michael Lord	Grady Messer	Chic-Fil-A	FBOE001487 - FBOE001488	30(b)(6) 6; FF 39; FBO 39
9/3/07	Michael Lord	Jerry Woodham	Credit for Chick-Fil-A	FBOE001489	30(b)(6) 6; FF 39; FBO 39
12/16/05	Jeff Strain	FBI VPs, et al.	Sodexo Price Increase	FBOE001490 - FBOE001498	30(b)(6) 6; FF 39; FBO 39
12/18/06	Jeff Strain	FBI VPs, et al.	New Sodexo Pricing effective January 1, 2007	FBOE001499 - FBOE001508	30(b)(6) 6; FF 39; FBO 39
3/13/07	Michael Lord	Jeff Strain	Lakeview Community Hospital in Eufaula Question	FBOE001509 - FBOE001510	30(b)(6) 6; FF 39; FBO 39
3/15/07	Michael Lord	Jeff Strain	Contact Request – L.V. Stabler	FBOE001511 - FBOE001513	30(b)(6) 6; FF 39; FBO 39
6/4/07	Michael Lord	062 Branch	Sodexo Account closing; Auburn Alabama	FBOE001514 - FBOE001516	30(b)(6) 6; FF 39; FBO 39
6/15/07	Jeff Strain	FBI VPs	Zaxbys Promo on Kickin Chicken Sand	FBOE001517	30(b)(6) 6; FF 39; FBO 39
6/27/07	Jeff Strain	Robbie Watkins, et al.	Zaxby's Service Agreeent	FBOE001518 - FBOE001528	30(b)(6) 6; FF 39; FBO 39
11/13/06	Jeff Strain	Dan Houston, et al.	Upcoming Hardees Buy One Get One	FBOE001529 - FBOE001530	30(b)(6) 6; FF 39; FBO 39
1/17/07	Jeff Strain	Dan Houston, et al.	Hardees February Coupon	FBOE001531 -	30(b)(6) 6; FF 39; FBO 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
			Drops	FBOE001538	39
3/14/07	Steve Bordeaux	Michael Lord, et al.	86 New Hardees	FBOE001539 - FBOE001542	FBO 39
06/11/07	Jeff Strain	Curtis Lyons, et al.	Upcoming Hardees Features	FBOE001534 - FBOE001546	30(b)(6) 6; FF 39; FBO 39
8/6/07	Michael Lord	Grady Messer, et al.	Upcoming Hardees Wheat Bun Promotion	FBOE001546 - FBOE001553	FBO 39
10/31/07	Jeff Strain	FBI VPs, et al.	Upcoming Hardees Feature... 4" Plain Bun 1/4 lb. Bacon Cheddar Melt 2/\$3 System Event	FBOE001554 - FBOE001556	30(b)(6) 6; FF 39; FBO 39
1/16/07	Paul Holsouser	FBI VPs	February Vendor Guide	FBOE001557	30(b)(6) 6; FF 39; FBO 39
1/16/07	Michael Lord	Paul Holsouser	February Vendor Guide	FBOE001558 - FBOE001561	30(b)(6) 6; FF 39; FBO 39
1/19/07	Cristy Lowdermilk	Jess Maggard, et al.	Pricing in Fresh Market	FBOE001562 - FBOE001565	30(b)(6) 6; FF 39; FBO 39
5/23/07	Michael Lord	Cristy Lowdermilk	TFM Vendor Guide	FBOE001566 - FBOE001569	30(b)(6) 6; FF 39; FBO 39
9/24/07	Paul Holsouser	FBI VPs	New Fresh Market Pricing – Changing to One Zone	FBOE001570 - FBOE001572	30(b)(6) 6; FF 39; FBO 39
11/28/07	Michael Lord	Grady Messer, et al.	December Vendor Guide	FBOE001573 - FBOE001574	30(b)(6) 6; FF 39; FBO 39
12/16/05	Jeff Strain	Steve Archer, et al.	Arby's Price Increase	FBOE001575 - FBOE001577	30(b)(6) 6; FF 39; FBO 39
2/7/06	Jeff Strain	Steve Archer, et al.	Arby's 5" Seeded Kaiser bun – available on Monday, February 20	FBOE001578	30(b)(6) 6; FF 39; FBO 39
7/10/07	Bobby Clary	Michael Lord	Arby's in Eufaula	FBOE001579	FBO 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
8/22/07	Michael Lord	Grady Messer	Arby's Clanton	FBOE001580 - FBOE001590	FBO 39
3/21/05	David Dodge	FBI VPs	Price Increase for Dollar General April 4, 2005	FBOE001591	30(b)(6) 6; FF 39; FBO 39
9/14/06	Michael Lord	Grady Messer	Return Sales Function still being used in DG	FBOE001592 - FBOE001611	FBO 39
11/6/06	Michael Lord	Jerry Woodham	Dollar General End Cap - Reset of Store Front End	FBOE001612 - FBOE001615	FBO 39
1/3/07	David Dodge	Robbie Watkins	New Dollar Generals Jan 2007	FBOE001616 - FBOE001620	30(b)(6) 6; FF 39; FBO 39
2/23/07	David Dodge	FBI VPs	Dollar General Cake End Cap Sales	FBOE001621 - FBOE001625	30(b)(6) 6; FF 39; FBO 39
3/14/07	David Dodge	FBI VPs	Family Dollar Easter Buns Sales	FBOE001626 - FBOE001629	30(b)(6) 6; FF 39; FBO 39
6/20/07	David Dodge	FBI VPs	4th of July Handout/Incremental Sales Opportunities Dollar General	FBOE001630	30(b)(6) 6; FF 39; FBO 39
8/16/07	Grady Messer	Michael Lord	Sharing a Dollar General Regional Presentation	FBOE001631 - FBOE001632	FBO 39
10/26/07	David Dodge	FBI VPs	Brown & Serve Rolls for the Holidays - Dollar General	FBOE001633	30(b)(6) 6; FF 39; FBO 39
11/26/07	David Dodge	FBI VPs	Christmas Circular November 29th to December 16th - Dollar General	FBOE001634	30(b)(6) 6; FF 39; FBO 39
				FBOE001635 - FBOE001636	

EXHIBIT P -**Norris McDaniel, [Title], Flowers Baking Co. of Thomasville, E-mails:**

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
10/16/07	Chuck Rich	Johnny Shepard, et al.	Driving Safety/Training Material	FBTE001326 - FBTE001328	30(b)(6) 5, 9
10/30/07	Norris McDaniel	Johnny Shepard	Budget truck rental locations	FBTE001329 - FBTE001377	30(b)(6) 5, 9
11/20/07	Mickey Miller	Norris McDaniel	Stale Policy Review	FBTE001378 - FBTE001380	30(b)(6) 5, 9
12/5/07	Norris McDaniel	Johnny Shepard	Stale Policy Review	FBTE001381 - FBTE001383	30(b)(6) 5, 9
10/16/07	Chuck Rich	Johnny Shepard, et al.	Driving Safety/Training Material	FBTE001384 - FBTE001386	30(b)(6) 5, 9
10/30/07	Wayne Parmer	Willie Prince, et al.	Training Manual Overview	FBTE001387 - FBTE001390	30(b)(6) 8, 9
10/31/07	Norris McDaniel	David Mathis, et al.	Training Manual Overview	FBTE001391 - FBTE001394	30(b)(6) 8, 9
12/5/07	Mickey Miller	Norris McDaniel	Stale Policy Review	FBTE001395 - FBTE001397	30(b)(6) 5, 9
12/5/07	Norris McDaniel	Johnny Shepard	Stale Policy Review	FBTE001398 - FBTE001400	30(b)(6) 5, 9
11/2/07	Mickey Miller	Stephanie Logue	Report	FBTE001401 - FBTE001402	
11/2/07	Stephanie Logue	Mickey Miller	Report	FBTE001403 - FBTE001404	
7/30/07	Norris McDaniel	Robert White, et al.	Harveys Features	FBTE001405 - FBTE001406	FBT 14
11/16/07	Scott Taylor	Chris Mulford, et al.	Unauthorized Product Wk 45: Important Note Attached	FBTE001407 - FBTE001408	FF 14; FBT 14

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
3/8/07	Norris McDaniel	David Scott	Walmart Retailers	FBTE001409 - FBTE001411	30(b)(6) 6; FF 39
6/14/07	Brent Bradshaw	FBI VPs	Cobblestone Mill Selects: Coming July 2nd	FBTE001412 - FBTE001418	30(b)(6) 6; FF 39; FBO 39
7/13/07	Bobby Massanelli	FBI VPs	CSM Stuffing	FBTE001419	30(b)(6) 6; FF 39
8/27/07	Michael Anderson	FBI Presidents, et al.	BB Mini Honey Bun Push October 8, 2007	FBTE001420 - FBTE001423	30(b)(6) 6; FF 39; FBO 39
9/20/07	Steve Locklar	Twwall@walmart.com	Pallet Promotions – Terry Wallace	FBTE001424 - FBTE001425	30(b)(6) 6; FF 39; FBO 39
10/15/07	Ben Aldredge	FBI VMI, et al.	Wal-Mart Cost Change Form	FBTE001426 - FBTE001427	30(b)(6) 6; FF 39; FBO 39
11/07/07	Michael Anderson	FBI Presidents, et al.	Cobblestone Mill Selects Price Change	FBTE001428	30(b)(6) 6; FF 39; FBO 39
11/18/07	Steve Locklar	Ricky Ward, et al.	Empty Bread Racks	FBTE001429	30(b)(6) 6; FF 39; FBO 39
12/3/07	Bobby Massanelli	Mike Lawson, et al.	New Store Information Mar. openings	FBTE001430 - FBTE001433	30(b)(6) 6; FF 39; FBO 39
8/27/07	Norris McDaniel	David Mathis	Halloween Sno-balls	FBTE001434	30(b)(6) 6; FF 39; FBO 39
8/31/07	David Mathis	Scott Taylor	Tom Thumb Feature October	FBTE001435 - FBTE001437	30(b)(6) 6; FF 39
9/7/07	Norris McDaniel	David Mathis	Tom Thumb	FBTE001438	30(b)(6) 6; FF 39
9/10/07	David Mathis	Norris McDaniel	Tom Thumb	FBTE001439	30(b)(6) 6; FF 39
9/24/07	David Mathis	160 Branch, et al.	Tom Thumb Feature October	FBTE001440 - FBTE001441	30(b)(6) 6; FF 39
11/20/07	David Mathis	Norris McDaniel	Tom Thumb Business Review	FBTE001442 - FBTE001480	30(b)(6) 6; FF 39
11/24/07	David Mathis	Tamera Melgosa	January Suggested	FBTE001481 -	30(b)(6) 6; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
			Promotions Needed	FBTE001482	
12/3/07	Norris McDaniel	David Mathis	Grand Opening Promotion Needed for Store #154	FBTE001483	30(b)(6) 6; FF 39
7/30/07	David Johnson	Norris McDaniel	SFM – Piggly Wiggly Conversion Give a Way Item	FBTE001484 - FBTE001486	30(b)(6) 6; FF 39
8/3/07	James Carver	Norris McDaniel	Piggly Wiggly	FBTE001487 - FBTE001488	30(b)(6) 6; FF 39
8/25/07	James Carver	149 Branch, et al.	Halloween Snowballs	FBTE001489	30(b)(6) 6; FF 39
8/29/07	Norris McDaniel	David Mathis, et al.	Stuffing	FBTE001490	30(b)(6) 6; FF 39
9/13/07	David Johnson	Michael Lord, et al	SFM Converting 9 store to Piggly Wiggly	FBTE001491	30(b)(6) 6; FF 39; FBO 39
11/15/07	Norris McDaniel	James Carver	Rubo's – Piglet's	FBTE001492	30(b)(6) 6; FF 39
8/15/07	Chris Mulford	Melissa Williamson, et al	Inland September Features	FBTE001493 - FBTE001494	30(b)(6) 6; FF 39
8/21/07	156 Branch	Smitty Stephens	Inland Stores	FBTE001495	30(b)(6) 6; FF 39
9/14/07	Judy Brown	T Walters, et al.	Price Reduction – Stuffing	FBTE001496 - FBTE001498	30(b)(6) 6; FF 39
10/15/07	Chris Mulford	Melissa Williamson, et al.	NOV Promos and Pricing	FBTE001499 - FBTE001500	30(b)(6) 6; FF 39
10/29/07	Judy Brown	J. Bratton, et al.	Price Changes	FBTE001501 - FBTE001507	30(b)(6) 6; FF 39
11/12/07	Chris Mulford	Melissa Williamson, et al	Dec Promos	FBTE001508 - FBTE001509	30(b)(6) 6; FF 39
7/18/07	Jeff Strain	Curtis Lyons, et al.	Hardees August Coupon Drop	FBTE001510 - FBTE001512	30(b)(6) 6; FF 39
7/18/07	Norris McDaniel	Judy Brown	Hardees August Coupon Drop	FBTE001513 - FBTE001515	30(b)(6) 6; FF 39
8/6/07	Jeff Strain	Curtis Lyons, et al.	Upcoming Hardees Wheat	FBTE001516 -	30(b)(6) 6; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
			Bun Promotion	FBTE001518	
6/22/07	Norris McDaniel	Judy Brown, et al.	RSIWeb National Promotion Alert	FBTE001519 - FBTE001520	30(b)(6) 6; FF 39
7/19/07	Judy Brown	Scott Taylor, et al	Burger King Bulletin	FBTE001521 - FBTE001522	30(b)(6) 6; FF 39
9/7/07	Craig White	FBI VPs	Burger King Price Increase	FBTE001523 - FBTE001524	30(b)(6) 6; FF 39; FBO 39
10/15/07	Judy Brown	Scott Taylor, et al.	Burger King Update	FBTE001525 - FBTE001526	30(b)(6) 6; FF 39
7/2/07	Donna Greek	FBI VPs	Cobblestone Mill Stuffing Projection Update	FBTE001527	30(b)(6) 6; FF 39
7/21/07	James Carver	149 Branch, etl al.	Displays for Sales	FBTE001528 - FBTE001531	30(b)(6) 6; FF 39
7/30/07	Norris McDaniel	James Carver	New Dollar Generals Opening in August 2007	FBTE001532 - FBTE001537	30(b)(6) 6; FF 39
8/6/07	Norris McDaniel	Stephanie Logue, et al.	Price Increase DG Markets (Zone F) – August 6, 2007 Problem	FBTE001538 - FBTE001539	30(b)(6) 6; FF 39
8/21/07	Chris Mulford	Norris McDaniel, et al.	Dollar Generals	FBTE001540 - FBTE001542	30(b)(6) 6; FF 39
8/28/07	Norris McDaniel	David Mathis, et al.	Labor Day Handout/Incremental sales opportunities – Dollar General	FBTE001543 - FBTE001546	30(b)(6) 6; FF 39
9/7/07	Mickey Miller	Norris McDaniel	Dollar Generals	FBTE001547 - FBTE001551	30(b)(6) 6; FF 39
10/3/07	David Dodge	Robbie Watkins, et al.	Price Increase Information Needed – Dollar General & Family Dollar	FBTE001552 - FBTE001554	30(b)(6) 6; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
10/26/07	David Dodge	FBI VPs	Brown & Serve Rolls for the Holidays – Dollar General	FBTE001555	30(b)(6) 6; FF 39; FBO 39
11/01/07	James Carver	Norris McDaniel	Dollar General	FBTE001556	30(b)(6) 6; FF 39
11/26/07	David Dodge	FBI VPs	Christmas Circular November 29th to December 16th – Dollar General	FBTE001557 - FBTE001558	30(b)(6) 6; FF 39; FBO 39

EXHIBIT Q -
Smitty Stephens, [Title] E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
7/5/07	Norris McDaniel	David Mathis, et al.	Budget Truck Rentals		30(b)(6) 5, 9
8/24/06	Norris McDaniel	David Mathis, et al.	Alabama DOT numbers		30(b)(6) 5, 9

EXHIBIT R -
Mickey Miller, President, Flowers Baking Co. of Thomasville, E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
11/24/06	David Mathis	Norris McDaniel	Tom Thumb Review	FBTE001000 FBTE001048	30(b)(6) 6; FF 39
7/16/07	Stephanie Logue	Mickey Miller	WAB's/Tom Thumbs	FBTE001049	30(b)(6) 6; FF 39
8/8/07	David Mathis	Natalie Simpson	Tom Thumb 2nd Quarter Accrual	FBTE001050	30(b)(6) 6; FF 39
9/11/07	Norris McDaniel	Mickey Miller	Tom Thumb	FBTE001051	30(b)(6) 6; FF 39
10/31/07	Norris McDaniel	Mickey Miller	2008 Contracts Needed	FBTE001052 - FBTE001054	30(b)(6) 6; FF 39
9/19/07	Bobby Massanelli	FBI VPs	Wal-Mart Bread/Bun Clusters	FBTE001055 - FBTE001056	30(b)(6) 6; FF 39; FBO 39
10/12/06	Mickey Miller	Directors	New Item Tags	FBTE001057 - FBTE001058	30(b)(6) 6; FF 39
1/4/07	Bobby Massanelli	FBI VPs	Rollback Natures Own Ovals	FBTE001059	30(b)(6) 6; FF 39; FBO 39
2/14/07	Mickey Miller	Stephanie Logue	Wal-Mart Wholesale Cost Changes	FBTE001060	30(b)(6) 6; FF 39
4/10/07	Doug Brown	FBI VPs	Sam's Club – Out of Stocks	FBTE001061	30(b)(6) 6; FF 39; FBO 39
5/16/07	Mickey Miller	Directors	Volume Opportunity – BB 3.5 oz Honey Buns	FBTE001062 - FBTE001063	30(b)(6) 6; FF 39
6/29/07	Mickey Miller	Norris McDaniel	Cobblestone Mill Selects: Coming July 2nd	FBTE001064 - FBTE001067	30(b)(6) 6; FF 39
8/8/07	Bobby Massanelli	FBI VPs	Wal-Mart Modular Update	FBTE001068	30(b)(6) 6; FF 39; FBO 39
8/27/07	Michael Anderson	FBI Presidents, et al.	BB Mini Honey Bun Push October 8, 2007	FBTE001069 - FBTE001072	30(b)(6) 6; FF 39; FBO 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
10/11/07	Mickey Miller	Directors	Wal-Mart Modular Update	FBTE001073 - FBTE001074	30(b)(6) 6; FF 39
11/26/07	Michael Anderson	FBI Presidents, et al.	Blue Bird 100 Calorie Snacks	FBTE001075 - FBTE001082	30(b)(6) 6; FF 39; FBO 39
11/29/07	David Scott	John Deleu, et al.	Adding Derst Products	FBTE001083 - FBTE001088	30(b)(6) 5, 9-10
9/4/07	David Johnson	David Roach, et al.	Bilos Billback process/Expense	FBTE001089 - FBTE001090	30(b)(6) 6; FF 39; FBO 39
11/29/07	Norris McDaniel	David Mathis, et al.	Credit Buyback	FBTE001091	
12/28/07	Wayne Truitt	143 Branch, et al.	HH3 Year End Procedures	FBTE001092	FBT 14
2/10/07	Wayne Truitt	David Theobald, et al.	Realignment	FBTE001093	FBT 14
5/17/07	David Scott	Chuck Harrison, et al.	Scanning	FBTE001094 - FBTE001095	FBT 14
7/31/07	David Johnson	Rick Hardy, et al.	Bilo Bill back process information	FBTE001096 - FBTE001097	30(b)(6) 6; FF 39; FBO 39
10/11/07	Mickey Miller	Directors	BlueBird 100 calorie display approval	FBTE001098 - FBTE001101	30(b)(6) 6; FF 39
10/12/07	Chris Mulford	Mickey Miller	Inland Alabama Stores	FBTE001102	30(b)(6) 6; FF 39
10/16/07	Judy Brown	T Walters, et al.	Price Increase Correction	FBTE001103 - FBTE001107	30(b)(6) 6; FF 39
1/5/07	Norris McDaniel	Mickey Miller	Inland	FBTE001108	30(b)(6) 6; FF 39
1/16/07	Chris Mulford	Smitty Stephens, et al.	New Inland Stores	FBTE001109 - FBTE001111	30(b)(6) 6; FF 39
8/21/07	Smitty Stephens	Chris Mulford, et al.	Inland Stores	FBTE001112	30(b)(6) 6; FF 39
3/20/07	Wayne Truitt	Mickey Miller	A new 2 page fax has arrived from 18587590619	FBTE001113 - FBTE001117	30(b)(6) 6; FF 39
10/10/07	Jeff Strain	Norris McDaniel, et al.	032007 Biscuits and Burgers, LLC – Transfer from Hardee’s	FBTE001118 - FBTE001121	30(b)(6) 6; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
10/11/07	Jeff Strain	Natalie Simpson, et al.	to Biscuits and Burgers, LLC 032007 Biscuits and Burgers, LLC – Transfer from Hardees to Biscuits and Burgers, LLC	FBTE001122 - FBTE001127	30(b)(6) 6; FF 39
10/25/07	Jeff Strain	Norris McDaniel, et al.	GM Rally	FBTE001128 - FBTE001129	30(b)(6) 6; FF 39
8/21/06	Mickey Miller	Norris McDaniel	Dollar General Differences over \$20	FBTE001130 - FBTE001163	30(b)(6) 6; FF 39
11/13/06	David Scott	Region 1 Plant Presidents	Dollar General Ads for the holidays	FBTE001164 - FBTE001165	30(b)(6) 6; FF 39
12/1/06	Mickey Miller	Chris Mulford	Couple of Things	FBTE001166	30(b)(6) 6; FF 39
2/1/06	Mickey Miller	Norris McDaniel	Blue Bird New Product Re-Introduction	FBTE001167 - FBTE001169	30(b)(6) 6; FF 39
3/17/07	Mickey Miller	Directors	Dollar Generals, Family Dollar, Freds	FBTE001170	30(b)(6) 6; FF 39
5/31/07	Mickey Miller	Directors	Dollar General Stores	FBTE001171	30(b)(6) 6; FF 39
6/28/07	David Roach	FBI VPs	4th of July Handout/Incremental Sales opportunities	FBTE001172 - FBTE001174	30(b)(6) 6; FF 39
7/18/07	Mike Harvin	147 Branch, et al.	Dollar Generals	FBTE001175	30(b)(6) 6; FF 39
9/6/07	Chris Mulford	Norris McDaniel	Dollar Generals	FBTE001176 - FBTE001178	30(b)(6) 6; FF 39
9/18/07	David Dodge	FBI VPs	Price Increase Information Needed – Dollar General & Family Dollar	FBTE001179 - FBTE001181	30(b)(6) 6; FF 39
10/30/06	Norris McDaniel	Mickey Miller	CVS Post Audits – Flowers Foods	FBTE001182 - FBTE001186	30(b)(6) 6; FF 39
3/8/07	Mickey Miller	Bonnie Harrison	CVS	FBTE001187	30(b)(6) 6; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
3/8/07	Mickey Miller	Bonnie Harrison	CVS	FBTE001188 - FBTE001189	30(b)(6) 6; FF 39
3/11/07	Mickey Miller	Bonnie Harrison	CVS	FBTE001190 - FBTE001193	30(b)(6) 6; FF 39
3/12/07	Bonnie Harrison	Peggy Clark	CVS	FBTE001194 - FBTE001197	30(b)(6) 6; FF 39
9/8/06	Mickey Miller	Directors	Burger King – 6 Day Shelf Life	FBTE001198	30(b)(6) 6; FF 39
3/12/07	Craig White	FBI VPs	Burger King Pricing April/May/June	FBTE001199 - FBTE001202	30(b)(6) 6; FF 39
6/7/07	Craig White	FBI VPs	AAFES Burger Kings	FBTE001203 - FBTE001207	30(b)(6) 6; FF 39
9/7/07	Craig White	FBI VPs	Burger King Price Increase	FBTE001208 - FBTE001211	30(b)(6) 6; FF 39
9/27/07	David Scott	Region 1 Plant Presidents	Burger King Pricing	FBTE001212 - FBTE001214	30(b)(6) 6; FF 39
8/26/07	Mickey Miller	Norris McDaniel, et al.	Derst Values to Flowers May 06	FBTE001215 - FBTE001219	30(b)(6) 5, 9
8/26/06	Mickey Miller	Norris McDaniel	Derst Values to Flowers May 06	FBTE001220 - FBTE001224	30(b)(6) 5, 9
9/25/06	Norris McDaniel	Mickey Miller	Derst Values to Flowers May 06	FBTE001225 - FBTE001232	30(b)(6) 5, 9
9/29/06	Wayne Truitt	Wayne Parmer	Derst Realignments	FBTE001233 - FBTE001236	30(b)(6) 5, 9
12/26/06	Judy Brown	Mickey Miller	Bank of America & Synovus	FBTE001237 - FBTE001238	30(b)(6) 8, 9
1/29/07	Chuck Rich	Mickey Miller, et al.	2007 Tram Norris Allstate Independent Distributor Scholarship Fund	FBTE001239 - FBTE001248	30(b)(6) 5, 9

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
2/14/07	Mickey Miller	Norris McDaniel	Assignment & Assumption Agreements	FBTE001249 - FBTE001254	30(b)(6) 4, 5, 9, 10
8/28/07	David Scott	Region 1 Plant Presidents	Distributor Checklist	FBTE001255 - FBTE001262	30(b)(6) 5, 9
9/14/07	Chuck Rich	Mickey Miller, et al	Tray Return Letter	FBTE001263 - FBTE001264	30(b)(6) 5, 9
11/29/07	David Scott	John Deleu, et al	Adding Derst Products	FBTE001265 - FBTE001270	30(b)(6) 4, 5, 9, 10
12/5/07	David Scott	Chuck Rich, et al.	Stale Policy Review	FBTE001271 - FBTE001272	30(b)(6) 5, 9
12/5/07	Mickey Miller	Norris McDaniel	Stale Policy Review	FBTE001273 - FBTE001275	30(b)(6) 5, 9
12/26/06	Judy Brown	Mickey Miller	Bank of America & Synovus	FBTE001276 - FBTE001277	30(b)(6) 8, 9
1/29/07	Chuck Rich	Mickey Miller, et al.	2007 Tram Norris Allstate Independent Distributor Scholarship Fund	FBTE001278 - FBTE001287	30(b)(6) 5, 9
2/6/07	Chuck Rich	Mickey Miller	Friday – Meeting on Trays	FBTE001288	30(b)(6) 5, 9
2/6/07	Mickey Miller	Norris McDaniel, et al	Friday – Meeting on Trays	FBTE001289	30(b)(6) 5, 9
2/14/07	Mickey Miller	Norris McDaniel	Assignment & Assumption Agreements	FBTE001290 - FBTE001295	30(b)(6) 5
8/29/07	Johnny Shepard	Mickey Miller	Distributor Checklist	FBTE001296 - FBTE001305	30(b)(6) 5, 9
9/14/07	Chuck Rich	Mickey Miller, et al.	Tray Return Letter	FBTE001306 - FBTE001307	30(b)(6) 5, 9
11/29/07	David Scott	John Deleu, et al.	Adding Derst Products	FBTE001308 - FBTE001313	30(b)(6) 5, 9, 10
12/5/07	David Scott	Chuck Rich	Stale Policy Review	FBTE001314 -	30(b)(6) 5, 9

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
				FBTE001315	
12/5/07	Mickey Miller	Norris McDaniel	Stale Policy Review	FBTE001316 - FBTE001318	30(b)(6) 5, 9
11/14/07	Judy Brown	Mike Harvin, et al	Piggly Wiggly	FBTE001319	30(b)(6) 6; FF 39
4/12/07	Mickey Miller	Norris McDaniel	Piggly Wiggly Roberta	FBTE001320	30(b)(6) 6; FF 39
5/25/07	Mickey Miller	Norris McDaniel	Piggly Wiggly Bristol	FBTE001321	30(b)(6) 6; FF 39
7/26/07	Norris McDaniel	Mickey Miller	SFM – Piggly Wiggly conversion Derst Bread Price	FBTE001322 -	30(b)(6) 6; FF 39

EXHIBIT S -
Ricky Ward E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
11/20/06	Michael Lord	Grady Messer	Distributor No Pays	FBOE000306	FBO 3
11/20/06	Michael Lord	Ricky Ward	Distributor No Pays	FBOE000307	FBO 3
9/1/06	Don Adkins	Grady Messer	Updated Budget Truck Rental Procedures	FBOE000308 - FBOE000313	30(b)(6) 5, 9
9/19/07	Michael Lord	Grady Messer	Meeting	FBOE000324	30(b)(6) 5
9/19/07	Michael Lord	Ricky Ward	Meeting	FBOE000325	30(b)(6) 5
10/29/07	Michael Lord	Grady Messer, et al	Budget Truck Rental Locations	FBOE000326 - FBOE000378	30(b)(6) 5
8/13/06	Michael Lord	Ricky Ward	Material Group Assignment for Royal Products	FBOE000379 - FBOE000389	30(b)(6) 5

EXHIBIT T -
Don Adkins, Title, Flowers Baking Co. of Opelika, E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
7/31/07	Wayne Parmer	Dist Coord. and Controllors	Distributor Checklist	FBOE000001 - FBOE000004	30(b)(6) 5, 9
7/10/07	Don Adkins	Chuck Rich	Montgomery and Roanoke Truck List (7-10-07)	FBOE000005	30(b)(6) 5
3/17/07	Don Adkins	Chuck Rich, et al	Opelika's Distributor Checklist for 2007	FBOE000006 - FBOE000008	30(b)(6) 5, 9
1/3/05	Chuck Rich	Carol Bruno, et al	2-1-05 Monthly Charges	FBOE000009 - FBOE000010	30(b)(6) 5, 9
10/24/06	Don Adkins	064 Branch	Blue Training Book	FBOE000011	FBO 3
10/25/06	Don Adkins	Grady Messer, et al.	Blue Training Books	FBOE000012	FBO 3
8/14/07	Don Adkins	Mary Krier	Distributor "lets talk magazine"	FBOE000013	FBO 3
1/13/07	Don Adkins	064 Branch, et al	Accounts that need to be deleted	FBOE000014	FBO 3
9/25/07	Don Adkins	Jerry Woodham	Repurchase 6225	FBOE000015 - FBOE000018	FBO 3
11/21/06	Rhonda Woods	Don Adkins	American Heritage	FBOE000019	FBO 3
12/20/06	Mary Peck	Don Adkins	Opelika Distributors Michael Plan A	FBOE000020 - FBOE000021	FBO 3
12/20/06	Don Adkins	Mary Peck	Opelika Distributors Medical Plan A	FBOE000022	FBO 3
6/8/07	Don Adkins	Grady Messer	DeWayne Cleveland, Mother	FBOE000023	FBO 3
12/4/06	Mary Peck	Don Adkins	Michael Smith - Termination	FBOE000024 - FBOE000026	FBO 3
5/24/07	Jerry Woodham	Sherri Whaley	SOX Audit Question	FBOE000027	FBO 3

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
11/27/06	Don Adkins	J Riley	Address Correction	FBOE000028	FBO 3
8/17/07	Mary Nelson	Don Adkins	N/A??? – <i>Direct Deposit</i>	FBOE000029	FBO 3
9/23/03	Chuck Rich	Johnny Shepard, et al.	Distributor Repurchase Statement	FBOE000030 - FBOE000033	30(b)(6) 4, 8, 10
11/14/03	Chuck Rich	Bonnie Harrison, et al	FLOFIN Promissory Notes	FBOE000034	30(b)(6) 4, 8, 10
11/4/04	Chuck Rich	Johnny Shepard, et al.	Distributors By State	FBOE000035 - FBOE000036	30(b)(6) 9
11/16/04	Chuck Rich	Johnny Shepard, et al.	White Wheat	FBOE000037	30(b)(6) 9
11/29/04	Chuck Rich	Johnny Shepard, et al.	Blue Bird Cake Sales	FBOE000038 - FBOE000039	30(b)(6) 9
11/30/04	Chuck Rich	Johnny Shepard, et al.	Distributors with Multiple “Routes”	FBOE000040 - FBOE000042	30(b)(6) 9
8/28/06	Don Adkins	Michael Lord	Case Study 3	FBOE000043 - FBOE000047	30(b)(6) 5, 9
10/16/06	Don Adkins	Chuck Rich	Sims	FBOE000048	30(b)(6) 9
10/16/06	Don Adkins	Chuck Rich	Jeanne Sims	FBOE000049	30(b)(6) 9
10/17/06	Don Adkins	Chuck Rich	Jeanne Sims	FBOE000050 - FBOE000051	30(b)(6) 9
10/17/06	Don Adkins	Michael Lord	Jeanne Sims	FBOE000052 - FBOE000053	30(b)(6) 9
10/17/06	Don Adkins	Jerry Woodham	Jeanne Sims	FBOE000054 - FBOE000055	30(b)(6) 9
10/17/06	Don Adkins	Michael Lord	Sims	FBOE000056	30(b)(6) 9
11/9/06	Natalie Peck	Johnny Shepard, et al.	FID Open Enrollment Packets	FBOE000057 - FBOE000076	30(b)(6) 5, 9, 10; FBO 3
1/29/07	Don Adkins	Steve Bordeaux	2007 Tram Norris Allstate Independent Distributor Scholarship Fund	FBOE000077 - FBOE000086	30(b)(6) 5, 9; FBO 3

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
2/6/07	Erica Hunt	Johnny Shepard, et al.	For Immediate Delivery to Unenrolled Medical Distributors Only	FBOE0000087 - FBOE0000089	30(b)(6) 5, 9; FBO 3
2/6/07	Jim Newport	Jerry Dobbins, et al	New Regions Program Administrator	FBOE0000090 - FBOE0000091	30(b)(6) 5, 9; FBO 3
2/7/07	Erica Hunt	Johnny Shepard, et al.	For Immediate Delivery to Enrolled Medical Distributors Only – Medicare Payor Information	FBOE0000092 - FBOE0000093	30(b)(6) 5, 9; FBO 3
3/19/07	Don Adkins	Judy Manley	UCC Statements	FBOE0000094 - FBOE0000095	30(b)(6) 5, 8, 9
3/24/07	Don Adkins	Chuck Rich	Bank of America's Odometer Readings	FBOE0000096	30(b)(6) 5, 9
4/11/07	Susan Thompson	John Pennington, et al	Flowers Vehicle Moves	FBOE0000097 - FBOE0000099	30(b)(6) 9
6/14/07	Wayne Parmer	Dist Coord and Controllers	UCC 1 in UFOC	FBOE0000100 - FBOE0000101	30(b)(6) 8, 9
6/18/07	Chuck Rich	Johnny Shepard, et al.	BofA Leasing	FBOE0000102 - FBOE0000103	30(b)(6) 8, 9
6/18/07	Don Adkins	Chuck Rich	BofA Leasing	FBOE0000104	30(b)(6) 8, 9
6/20/07	Vicki Walker	Don Adkins	Message from Chuck Rich re: 2007 Offering Circular	FBOE0000105 - FBOE0000106	30(b)(6) 8, 9
6/22/07	Chuck Rich	Johnny Shepard, et al.	Distributor Legal Name Requirement	FBOE0000107 - FBOE0000108	30(b)(6) 5, 9
6/29/07	Wayne Parmer	Don Adkins	Q	FBOE0000109 - FBOE0000111	30(b)(6) 5, 9
6/30/07	Don Adkins	Michael Lord	Q/Curtis Sears #2117	FBOE0000112 - FBOE0000114	30(b)(6) 5, 9
7/3/07	Greg Jenkins	Chuck Rich	Decals (illustrator or .eps	FBOE0000115 -	30(b)(6) 5, 9

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
			format)	FBOE000116	
7/3/07	Don Adkins	Chuck Rich	Decals (Illustrator or .eps format)	FBOE000117	30(b)(6) 5, 9
7/11/07	Chuck Rich	Johnny Shepard, et al.	BroadStreet Cake Label	FBOE000118 - FBOE000119	30(b)(6) 4, 5, 9, 10
8/2/07	Chuck Rich	Don Adkins, et al.	Opelika 2007 UFOC	FBOE000120 - FBOE000173	30(b)(6) 8, 9
8/6/07	Chuck Rich	Norris McDaniel, et al	VP of Sales/Distributor Coordinator Conference	FBOE000174 - FBOE000175	30(b)(6) 5, 9
8/20/07	Chuck Rich	Johnny Shepard, et al	BofA Leasing	FBOE000176 - FBOE000182	30(b)(6) 5, 9
8/22/07	Michael Lord	Grady Messer, et al.	Distributor Relations Meeting	FBOE000183	30(b)(6) 5, 9
8/23/07	Gina Griner	Angela Steele, et al.	Distributor Funding Requirements and Refreshers	FBOE000184 - FBOE000186	30(b)(6) 8, 9
8/28/07	Chuck Rich	Johnny Shepard, et al.	Special Harvest	FBOE000187	30(b)(6) 9
8/29/07	Don Adkins	Chuck Rich	Special Harvest	FBOE000188	30(b)(6) 9
9/7/07	Wayne Parmer	Dist Coord and Controllers	Wells Fargo Posters	FBOE000189	30(b)(6) 5, 9; FBO 3
9/10/07	Wayne Parmer	Dist Coord and Controllers	BOA doc fees	FBOE000190	30(b)(6) 5, 9
9/14/07	Wayne Parmer	Dist Coord and Controllers	BOA letter regarding Heavy Truck Use	FBOE000191 - FBOE000192	30(b)(6) 5, 9
10/1/01	Wayne Parmer	Dist Coord and Controllers	Unified Carrier Registration Program	FBOE000193	30(b)(6) 5, 9
10/1/07	Wayne Parmer	Kevin Butler	Unified Carrier Registration Program	FBOE000194	30(b)(6) 5, 9
10/16/07	Chuck Rich	Johnny Shepard, et al.	Driving Safety Training Material	FBOE000195 - FBOE000197	30(b)(6) 5, 9

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
10/29/07	Wayne Parmer	Dist Coord and Controllers	Budget Truck Rental Locations	FBOE000198 - FBOE000253	30(b)(6) 5, 9
10/20/07	Wayne Parmer	Willie Prince, et al.	Training Manual Overview	FBOE000254 - FBOE000256	30(b)(6) 5, 8, 9
10/30/07	Gina Griner	Andrew Walsingham, et al.	UCC Tracker	FBOE000257 - FBOE000259	30(b)(6) 5, 9
10/31/07	Jerry Woodham	Judy Manley, et al.	UCC Tracker	FBOE000260 - FBOE000262	30(b)(6) 5, 9
11/1/07	Jerry Woodham	Gina Griner	UCC Tracker	FBOE000263 - FBOE000265	30(b)(6) 5, 9
11/14/07	Chuck Rich	Johnny Shepard, et al.	BroadStreet Cake Label	FBOE000266 - FBOE000268	30(b)(6) 4, 5, 9, 10
11/14/07	Don Adkins	Chuck Rich	BroadStreet Cake Label	FBOE000269	30(b)(6) 5, 9
11/30/07	Michael Lord	Don Adkins	Adding Derst Products	FBOE000270 - FBOE000275	30(b)(6) 4, 5, 9, 10
8/26/06	Don Adkins	Wayne Parmer	Case Study #3 (Don Adkins)	FBOE000276 - FBOE000278	30(b)(6) 5, 9
8/28/06	Don Adkins	Wayne Parmer	Revised Case Study #3 (Opelika)	FBOE000279 - FBOE000281	30(b)(6) 5, 9
9/2/06	Don Adkins	Wayne Parmer	Repurchase Documents	FBOE000282	30(b)(6) 5, 8, 9
9/29/06	Don Adkins	Wayne Parmer	Route Transfer documents	FBOE000283	30(b)(6) 5, 9
5/14/07	Don Adkins	Wayne Parmer	Opelika and BOA run time question	FBOE000284 - FBOE000285	30(b)(6) 5, 9
6/1/07	Don Adkins	Wayne Parmer	Child Support Order	FBOE000286	30(b)(6) 5, 9
6/28/07	Wayne Parmer	Ricky Ward	Q	FBOE000287	30(b)(6) 5
6/29/07	Don Adkins	Ricky Ward	Curtis Sears #2117	FBOE000288 - FBOE000289	30(b)(6) 5
7/26/07	Wayne Parmer	Jerry Woodham	Garnishment	FBOE000290 -	30(b)(6) 5

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
				FBOE000292	
7/26/07	Wayne Parmer	Jerry Woodham	Garnishment	FBOE000293 - FBOE000294	30(b)(6) 5
8/3/07	Wayne Parmer	Jerry Woodham	Distributor Garnishment	FBOE000295 - FBOE000299	30(b)(6) 5
8/27/07	Don Adkins	Wayne Parmer	Verification of Employment and Wages	FBOE000300	30(b)(6) 5
8/27/07	Wayne Parmer	Don Adkins	Verification of Employment and Wages	FBOE000301 - FBOE000302	30(b)(6) 5

EXHIBIT U -
Grady Messer, Title, Flowers Baking Co. of Opelika, E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
10/11/07	Grady Messer	Michael Lord	Midway, AL	FBOE000440	FBO 3
10/25/07	064 Branch	Michael Lord	Dollar General Sales	FBOE000441 - FBOE000442	FBO 3
10/26/07	Bobby Clary	068 Branch, et al.	Territory PBS Inventory Reminder	FBOE000443	FBO 3
10/15/07	Grady Messer	Michael Lord	Doug Branch, Muffins	FBOE000444	FBO 3
10/29/07	Michael Lord	Grady Messer, et al.	Budget Truck Rental Locations	FBOE000445	30(b)(6) 5, 9

Branch 64 E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
1/5/07	064 Branch	Bobby Clary	Re:	FBOE000447	FBO 3
8/4/07	064 Branch	Steve Bordeaux	2063 Stale	FBOE000448	FBO 3
10/25/07	064 Branch	Michael Lord	Dollar General Sales	FBOE000449 - FBOE000450	FBO 3

Branch 65 E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
12/31/06	065 Branch	Ricky Ward	Rt 6225	FBOE000456	FBO 3
10/25/06	065 Branch	Don Adkins	Training Book	FBOE000457	FBO 3

Branch 66 E-mails:

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
8/22/07	Michael Lord	Grady Messer, et al.	Distributor Relations Meeting	FBOE000390	30(b)(6) 5, 9
10/29/07	Michael Lord	Grady Messer, et al.	Budget Truck Rental Locations	FBOE000391 - FBOE000439	30(b)(6) 5, 9

EXHIBIT V -**Jerry Woodham, Controller, Flowers Baking Co. of Opelika, E-mails:**

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
11/6/06	Jerry Woodham	Grady Messer	Price Allowance Charge Back	FBOE000451	FBO 3
5/24/07	Jerry Woodham	Sherri Whaley	SOX Audit Question	FBOE000452	FBO 3
10/22/07	Michael Lord	Grady Messer, et al.	Distributor No Pays	FBOE000453	FBO 3

EXHIBIT W -**Steve Bordeaux, President, Flowers Baking Co. of Opelika, E-mails:**

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
8/26/05	066 Branch	Grady Messer	Private Label Orders	FBOE000507	
5/8/07	Doug Brown	FBI VPs	Mrs. Freshleys 6pk Pecan Spins - Walmart	FBOE000508 - FBOE000509	30(b)(6) 6; FF 39; FBO 39
5/10/07	Michael Lord	Grady Messer, et al.	Nature's Own Honey Wheat Rollback	FBOE000510 - FBOE000512	30(b)(6) 6; FF 39; FBO 39
5/14/07	Bobby Massanelli	FBI VPs	New Wal-Mart Private Label Stores "July/Aug"	FBOE000513 - FBOE000520	30(b)(6) 6; FF 39; FBO 39
5/15/07	Michael Anderson	FBI Presidents, et al.	Volume Opportunity - BB 3/5 oz. Honey Buns	FBOE000521 - FBOE000522	30(b)(6) 6; FF 39; FBO 39
7/13/07	Bobby Massanelli	FBI VPs	Nature's Own Honey 7 Grain Rollback	FBOE000523 - FBOE000524	30(b)(6) 6; FF 39; FBO 39
8/17/07	Steve Bordeaux	Brad Alexander	Wal-Mart - Columbus	FBOE000525	30(b)(6) 6; FF 39; FBO 39
10/11/07	Bobby Massanelli	FBI VPs	Wal-Mart Modular Update	FBOE000526 - FBOE000527	30(b)(6) 6; FF 39; FBO 39
11/5/07	Brad Alexander	Region 4 Plant Presidents	SAMS-Friday less than 10 carry over	FBOE000528 - FBOE000536	30(b)(6) 6; FF 39; FBO 39
10/15/07	Michael Lord	Steve Bordeaux	Doug Branch, Muffins	FBOE000537	FBO 3
8/9/06	Michael Lord	Steve Bordeaux	Man Power	FBOE000538	FBO 3
1/26/07	Dan Shubert	Angela Steele, et al.	2007 Tram Norris Allstate Independent Distributor Scholarship Fund	FBOE000539 - FBOE000548	30(b)(6) 5, 9; FBO 3
4/16/07	Dan Shubert	Andy Brown, et al.	2007 Tram Norris Allstate Independent Distributor Scholarship Fund	FBOE000549 - FBOE000552	30(b)(6) 5, 9; FBO 3
5/18/07	Wayne Parmer	Mike McCall, et al.	Steak and Shake	FBOE000553 -	30(b)(6) 5, 9

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
				FBOE000554	
7/5/07	Chuck Rich	Steve Bordeaux	Curtis Sears	FBOE000555 - FBOE000556	30(b)(6) 8, 9
8/2/07	Chuck Rich	Steve Bordeaux, et al.	2117	FBOE000557 - FBOE000563	30(b)(6) 8, 9
9/14/07	Steve Bordeaux	Michael Lord	Tray Return Letter	FBOE000564 - FBOE000565	30(b)(6) 5, 9; FBO 3
10/16/07	Michael Lord	Steve Bordeaux, et al.	Driving Safety/Training Material	FBOE000566 - FBOE000568	30(b)(6) 5, 9
10/2/07	Brad Alexander	Steve Bordeaux, et al.	Target Stores – BlueBird Sugar & Chocolate Donuts-POGs	FBOE000569 - FBOE000575	30(b)(6) 6; FBO 39; FF 39
10/26/07	Steve Bordeaux	Grady Messer	Wk 42 Dollar General-Revised	FBOE000576 - FBOE000597	30(b)(6) 6; FBO 39; FF 39
7/27/07	Steve Bordeaux	Grady Messer	Stale Control	FBOE000598	FBO 3
7/27/07	Grady Messer	064 Branch, et al.	Stale Control	FBOE000599 - FBOE000600	FBO 3
7/28/07	064 Branch	Grady Messer	Stale Control	FBOE000601 - FBOE000602	FBO 3
7/27/07	Steve Bordeaux	Grady Messer, et al.	Stale Control	FBOE000603	FBO 3
08/04/07	064 Branch	Steve Bordeaux	Rt. 2063 Stale	FBOE000604	FBO 3
5/18/07	Michael Lord	Grady Messer, et al.	Dollar General Meeting	FBOE000605	30(b)(6) 6; FBO 39; FF 39
5/23/07	David Dodge	FBI VPs	1,028 Family Dollars with Service issues weeks 18, 19, 20	FBOE000606 - FBOE000608	30(b)(6) 6; FBO 39; FF 39
6/28/07	Steve Bordeaux	Grady Messer, et al.	4th of July Handout/Incremental Sales Opportunities	FBOE000609 - FBOE000610	30(b)(6) 6; FBO 39; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
5/4/07	Michael Lord	Steve Bordeaux	Family Dollar 3/\$1 Honey Buns – Price Change	FBOE0000611	30(b)(6) 6; FBO 39; FF 39
7/24/07	Donna Greek	FBI Presidents, et al.	BlueBird Back to School Mini Donut Shippers	FBOE0000612	30(b)(6) 6; FBO 39; FF 39
7/25/07	Steve Bordeaux	Michael Lord	Back to School in Family Dollar Promotional Planner	FBOE0000613	30(b)(6) 6; FBO 39; FF 39
11/16/07	David Roach	FBI VPs	Authorization Holiday Theme Shipper in Family Dollar	FBOE0000614 - FBOE0000615	30(b)(6) 6; FBO 39; FF 39
5/4/07	Michael Lord	Steve Bordeaux	Family Dollar 3/\$1 Honey Buns – Price Change	FBOE0000616 - FBOE0000618	30(b)(6) 6; FBO 39; FF 39
7/10/07	Robert Meadows	Willie Prince, et al.	Cobblestone Mill Stuffing Projection Update	FBOE0000619 - FBOE0000622	30(b)(6) 6; FBO 39; FF 39
7/11/07	Donna Greek	Willie Prince, et al.	Cobblestone Mill Stuffing Projection Update	FBOE0000623 - FBOE0000625	30(b)(6) 6; FBO 39; FF 39
8/20/07	Brad Alexander	Region 4 Presidents and VPs	Family Dollar Mandatory Halloween Shipper Promotion - \$236,901	FBOE0000626 - FBOE0000628	30(b)(6) 6; FBO 39; FF 39
8/20/07	Steve Bordeaux	Michael Lord	Family Dollar Mandatory Halloween Shipper Promotion - \$236,901	FBOE0000629 - FBOE0000630	30(b)(6) 6; FBO 39; FF 39
5/31/07	Robert Meadows	Willie Prince, et al.	Winn Dixie DSD Ad Items > June 6th Ad	FBOE0000631	30(b)(6) 6; FBO 39; FF 39
10/22/07	Robert Meadows	Michael Lord, et al.	Winn Dixie Re-Grand Opening Correct	FBOE0000632	30(b)(6) 6; FBO 39; FF 39
5/18/07	David Johnson	Beverly Wojtas, et al.	Bilo-Bruno ad	FBOE0000633 - FBOE0000635	30(b)(6) 6; FBO 39; FF 39
6/28/07	Steve Bordeaux	Grady Messer, et al.	Bilo-Bruno: Vendor Dress/Conduct Code	FBOE0000636 - FBOE0000638	30(b)(6) 6; FBO 39; FF 39
7/9/07	David Johnson	Beverly Wojtas, et al.	Bilo Cobblestone Muffins –	FBOE0000639 -	30(b)(6) 6; FBO 39; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
			BOGOF-July 11, 2007	FBOE000658	39
8/24/07	David Johnson	Bill Rouse, et al.	Bilo-Bruno Nature's Own 24 oz Double Fiber Analysis	FBOE000659 - FBOE000664	30(b)(6) 6; FBO 39; FF 39
9/28/07	David Johnson	Curtis Lyons, et al.	Bilo/Bruno Display Accrual	FBOE000665 - FBOE000667	30(b)(6) 6; FBO 39; FF 39
6/4/07	Steve Bordeaux	Mickey Fagan, et al.	New and improved Hardee's 4.5" Seeded Bun	FBOE000668 - FBOE000669	30(b)(6) 6; FBO 39; FF 39
10/18/07	Jeff Strain	Robbie Watkins, et al.	Arby's Price Increase effective November 5, 2007	FBOE000670 - FBOE000671	30(b)(6) 6; FBO 39; FF 39
10/29/07	Jeff Strain	Robbie Watkins, et al.	Arby's Price Increase effective November 5, 2007	FBOE000672 - FBOE000673	30(b)(6) 6; FBO 39; FF 39
7/11/07	Jim Fryar	FBI VPs	Sonic Price Increase - August the 6th	FBOE000674 - FBOE000675	30(b)(6) 6; FBO 39; FF 39
7/31/07	David Johnson	Ricky Hardy, et al.	Bilo Bill back process information	FBOE000676 - FBOE000678	30(b)(6) 6; FBO 39; FF 39
8/1/07	Michael Lord	Grady Messer, et al	Bruno's BOGOF Muffin results week 30/31	FBOE000679 - FBOE000682	30(b)(6) 6; FBO 39; FF 39
11/9/07	David Johnson	Jess Maggard, et al.	BlueBird 100 Calorie Display approval	FBOE000683	30(b)(6) 6; FBO 39; FF 39
6/29/07	Bobby Clary	Grady Messer, et al.	PBS Unauthorized Products	FBOE000684	FBO 3
7/6/07	Bobby Clary	Grady Messer, et al.	PBS Unauthorized Products	FBOE000685 - FBOE000686	FBO 3
10/15/07	Ben Aldridge	FBI VMI & PBS	Wal-Mart Cost Change Form	FBOE000687 - FBOE000691	30(b)(6) 6; FBO 39; FF 39
3/13/07	Michelle Grenier	Steve Bordeaux	Hooters of Auburn Presents Hooters Golf Tournament	FBOE000692	30(b)(6) 6; FBO 39; FF 39
6/15/07	Brad Alexander	Region 4 Plan Presidents	Price Increase Information	FBOE000693 - FBOE000694	30(b)(6) 6; FBO 39; FF 39

Date	From	To	Re:	Bates Range	RFP/30(b)(6) Number
8/22/07	Rick Rowan	Norris McDaniel, et al.	Krystal Price Increase Approved	FBOE000695 - FBOE000696	30(b)(6) 6; FBO 39; FF 39
6/6/07	Craig White	FBI VPs	N/A	FBOE000697 - FBOE000698	30(b)(6) 6; FBO 39; FF 39
6/6/07	Brad Alexander	Region 4 Plant Presidents	Price Increase Starting	FBOE000699	30(b)(6) 6; FBO 39; FF 39

EXHIBIT X -
Wayne Parmer, Electronic Files

Document	Bates Range	RFP/30(b)(6) Number
Bell February 10, 2006 withholding order	FF002627	30(b)(6) 5, 9
Ellison June 23, 2006 child support	FF002629	30(b)(6) 5, 9
Littlejohn January 25, 2007 child support	FF002628	30(b)(6) 5, 9
Ellison May 31, 2007 child support	FF002630	30(b)(6) 5, 9
Watson May 8, 2007 child support	FF002631	30(b)(6) 5, 9
Sawyer August 3, 2007 garnishment	FF002632	30(b)(6) 5, 9
DeRamus August 27, 2007 distributor confirmation	FF002633	30(b)(6) 5, 9
Smith March 3, 2006 garnishment	FF002634	30(b)(6) 5, 9
Harris March 19, 2007 child support	FF002635	30(b)(6) 5, 9
Underdue January 3, 2008 child support	FF002636	30(b)(6) 5, 9
Doug Branch March 20, 2006 IRS withholding	FF002641	30(b)(6) 5, 9; FBO 3
McGowin March 20, 2006 IRS withholding	FF002637	30(b)(6) 5, 9
Porterfield July 10, 2006 IRS withholding	FF002638	30(b)(6) 5, 9

Document	Bates Range	RFP/30(b)(6) Number
Senn January 24, 2006 IRS withholding	FF002639	30(b)(6) 5, 9
DeRamus April 7, 2006 IRS withholding	FF002640	30(b)(6) 5, 9
Martin April 7, 2006 IRS withholding	FF002642	30(b)(6) 5, 9
Thomas March 17, 2006 IRS withholding	FF002643	30(b)(6) 5, 9
Ricky Small March 20, 2006 IRS levy	FF002644	30(b)(6) 5, 9; FBO 3
Blank November 7, 2005 IRS levy	FF002645	30(b)(6) 5, 9
Wilks August 11, 2005 IRS levy	FF002646	30(b)(6) 5, 9
Opelika recruiting training retention, Wayne Parmer PowerPoint	FF002647-FF00294	30(b)(6) 5, 9; FBO 5, 19
Atkins September 25, 2006 breach letter	FF002695-FF002696	30(b)(6) 8, 9
Ellison December 9, 2005 child support	FF002697	30(b)(6) 5, 9
Sears June 28, 2007 breach letter	FF002698-FF002699	30(b)(6) 8, 9
Manning November 7, 2005 income withholding	FF002700	30(b)(6) 5, 9
Blank June 5, 2006 breach letter	FF002701	30(b)(6) 8, 9
Sears August 2, 2007 termination letter, effective date August 4, 2007	FF002702-FF002703	30(b)(6) 8, 9
Sears July 5, 2007 termination letter July 7, 2007, effective date	FF002704-FF002705	30(b)(6) 8, 9
Freeman Garnishment	FF002706-FF002707	30(b)(6) 5, 9
Akins May 15, 2006 garnishment	FF002708	30(b)(6) 5, 9
Freeman November 23, 2005 garnishment	FF002709	30(b)(6) 5, 9
Martin July 26, 2007 garnishment	FF002710	30(b)(6) 5, 9

Document	Bates Range	RFP/30(b)(6) Number
McGowin August 11, 2005 garnishment	FF002711	30(b)(6) 5, 9
Smith March 20, 2006 garnishment	FF002712	30(b)(6) 5, 9
Thomas January 23, 2006 garnishment	FF002713	30(b)(6) 5, 9
Hussey April 11, 2006 garnishment produce	FF002714	30(b)(6) 5, 9
Child support – Glisson	FF002715	30(b)(6) 5, 9
Lloyd garnishment	FF002716	30(b)(6) 5, 9
Kirkland garnishment	FF002717	30(b)(6) 5, 9
Crider child support –	FF002718	30(b)(6) 5, 9
April 17, 2006 distributor verification document	FF002719	30(b)(6) 5, 9
Garrison May 4, 2006 garnishment	FF002720	30(b)(6) 5, 9
Moreland April 11, 2006 garnishment	FF002721	30(b)(6) 5
Moreland garnishment April 11, 2006	FF002722	30(b)(6) 5
Dockery November 20, 2006 garnishment	FF002723	30(b)(6) 5
Barnes November 8, 2007 levy	FF002724	30(b)(6) 5
Hebenstreit November 20, 2006 garnishment	FF002725	30(b)(6) 5
Jones September 12, 2005 levy	FF002726	30(b)(6) 5
Name blank November 7, 2005 levy	FF002727	30(b)(6) 5
Boyettt October 30, 2007 levy	FF002728	30(b)(6) 5
Lee December 21, 2005 levy	FF002729	30(b)(6) 5
Garrison December 22, 2005 levy	FF002730	30(b)(6) 5
Jones November 7, 2005 levy	FF002731	30(b)(6) 5

Document	Bates Range	RFP/30(b)(6) Number
Kirkland June 5, 2007 levy	FF002732	30(b)(6) 5
Salter January 25, 2007 levy	FF002733	30(b)(6) 5
Lee July 26, 2005 levy	FF002734	30(b)(6) 5
Jones September 12, 2005 levy	FF002735	30(b)(6) 5
Dockery November 15, 2006 levy	FF002736	30(b)(6) 5
Finley May 24, 2007 levy	FF002737	30(b)(6) 5
Mansfield January 27, 2006 levy	FF002738	30(b)(6) 5
Lowry January 10, 2006 child support	FF002739	30(b)(6) 5
Wise November 29, 2005 garnishment	FF002740	30(b)(6) 5, 9
Wise January 9, 2006 required liability insurance on truck	FF002741	30(b)(6) 5
Wise January 23, 2006 breach letter	FF002742	30(b)(6) 5
McNeil October 24, 2005 Child support order	FF002626	30(b)(6) 5
FY 2005 – Distributor Turnover, Fleet Information and Subsidy Information re: Ricky Small	FF002743-FF002745	
FY 2005 – Distributor Turnover, Fleet Information and Subsidy Information re: Melvin Snow	FF002746-FF002748	
FY 2005 – Distributor Turnover, Fleet Information and Subsidy Information re: James Smith	FF002749-FF002751	
FY 2005 – Distributor Turnover, Fleet Information and Subsidy Information re: Charles Morrow	FF002752-FF002754	
FY 2005 – Distributor Turnover, Fleet Information and Subsidy Information re: Gary Chambliss	FF002755-FF002757	



**OGLETREE, DEAKINS,
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STEWART, P.C.**

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Kevin P. Hishta
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E-mail: Kevin.Hishta@ogletreedekins.com

March 27, 2008

Via Federal Express

Joseph P. Guglielmo
Whatley Drake & Kallas LLC
1540 Broadway, 37th Floor
New York, New York 10036

Re: Charles Morrow, *et al.* v. Flowers Foods, Inc., *et al.*
Civil Action No. 3:07-cv-00617-MHT

Dear Joseph:

Per my March 25, 2008 correspondence, enclosed please find a disk containing additional responsive documents to Plaintiffs' Request for Production of Documents:

Requests 1 and 2. Distributor Summary Reports for Charles Morrow (July 3, 2004 to December 31, 2005); Michael Overton (April 15, 2006 to September 30, 2006); James Marty Smith (October 14, 2006 to January 6, 2007); Dwayne Cleveland (July 3, 2004 to 3/15/08); Michael Smith (July 3, 2004 to December 2, 2006); Mark Murphy (July 3, 2004 to 3/15/08); Doug Branch (July 3, 2004 to 3/15/08); Ricky Small (July 3, 2004 to September 24, 2005); Melvin Snow (July 3, 2004 to September 10, 2005); Greg Patisaul (March 14, 2005 to April 16, 2005); and Lew Baxter (July 3, 2004 to 3/15/08) (FBO005974-FBO006221).

Request 6. PBS Protocol Agreement(s) relevant to the Plaintiffs' accounts (FF002854-FF002860).

Request 20. Responsive documents related to the case we discussed (*Quarles, et al. v. Flowers Foods, Inc., et al.*) (FF002942-FF002993; FBT001324 - FBT001375).

Request 22. Warehouse location information (FBO006222; FBT001323).

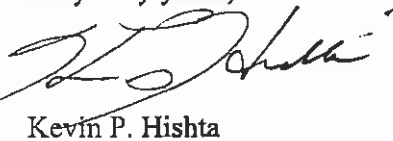
Requests 38 and 39. Other national account contracts for those national accounts serviced by Plaintiffs (FF002861 - FF002941).

Joseph P. Guglielmo
March 27, 2008
Page 2

Ogletree
Deakins

Miscellaneous correspondence with the IRS related to Doug Branch and Ricky Small
(FBO006226-FBO006242).

Very truly yours,



Kevin P. Hishta
KPH:mr
Encl.

cc (w/o encl.): Greg L. Davis
E. Kirk Wood
Joe R. Whatley, Jr.
Amy Weaver

EXHIBIT M

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION**

CHARLES MORROW, <i>et al.</i>,)	
MHT)	
)	
Plaintiffs,	)	CIVIL ACTION NO: 3:07-CV-617-
)	
v.)	
)	
FLOWERS FOODS, INC., <i>et al.</i>,)	
)	
Defendants.)	

AFFIDAVIT OF JEFFREY L. INGRAM

I, Jeffrey L. Ingram, having been duly sworn, hereby depose and state as follows:

1. I am currently employed as an attorney with the Law Offices of Galese & Ingram, P.C., in Birmingham, Alabama. I have been an attorney with this firm since 1995.

2. In mid-September, 2007, I was retained by Flowers Baking Co. of Opelika, LLC ("Flowers/Opelika") to assist them in the defense of the above-referenced lawsuit. Specifically, I was retained to gather facts regarding how different distributors with Flowers/Opelika operate their distributorships and to obtain information about their individualized experiences as distributors with Flowers/Opelika. I traveled to three different Flowers/Opelika warehouses located

in LaGrange, Georgia; Roanoke, Alabama; and Montgomery, Alabama, during the weeks of September 24, 2007 and October 1, 2007, to meet with any distributors at those warehouses who wanted to meet with me.

3. I did not meet with, or speak to, Charles Morrow, Michael Overton, James Marty Smith, Dwayne Cleveland, Michael Smith, Mark Murphy, Lew Baxter, Ricky Small, Melvin Snow, Greg Patisaul, or Gary Chambliss regarding the lawsuit, their distributorships, or any substantive matter at any time during or after my visit. To my knowledge, I have never exchanged or otherwise engaged in any communications or conversations with any of these individuals at any time.

4. I gave each distributor with whom I met a "Pre-Interview Warning" before we spoke about anything substantive. A copy of the Pre-Interview Warning I used during these interviews is attached hereto as Exhibit 1. I met with the distributors separately, without any Flowers/Opelika management employee or other individual present.

5. I presented an Acknowledgement of Rights form for any distributor who agreed to speak with me after hearing the Pre-Interview Warning to sign. A copy of the Acknowledgement of Rights form that I used is attached as Exhibit 2.

6. I did not ask any distributor with whom I spoke whether he or she was involved in the above-referenced lawsuit, wanted to join or opt-into the lawsuit, or was interested in the lawsuit.

I hereby declare under penalty of perjury that the foregoing is true and correct according to my personal knowledge, and if called as a witness, I could and would testify truthfully thereto.

Dated this 18 day of April, 2008.



Jeffrey L. Ingram

Sworn to and subscribed to before me this 18 day of April, 2008.



Notary Public

PRE-INTERVIEW WARNING

My name is John Galese. I am an attorney in Birmingham and have been retained by Flowers Baking Company of Opelika, LLC to assist them in the defense of a lawsuit. The Company has been sued by two former distributors who claim that they were not independent distributors, but rather were employees, and, therefore, allegedly due overtime pay. The Company denies these allegations because the Company considers you all to be independent business people, not employees. The case is entering what is called the discovery phase of the lawsuit during which the parties exchange information relevant to the claims and defenses.

The Company has asked that I assist them in obtaining factual information that will help them to analyze this case better. My purpose in meeting with you is to ask some questions to get that information. The information I obtain may be used as part of the Company's defense.

There are no right or wrong answers – I just want to get information as you see the situation. We want and need you to tell the truth.

Before we start, you need to understand your legal rights.

1. You are under no obligation to talk to me. This is strictly a voluntary interview. If you do agree to talk to me, you can stop at any time. That is your choice.
2. If you do agree to talk with me, you will receive no benefit for doing so. You are not going to receive any free product, extra discount, or anything like that.
3. By the same token, if you choose not to talk to me, nothing bad is going to happen. You won't lose your Territory or be shorted product or anything like that. The Company will not retaliate against you in any way.

Talking to me is strictly voluntary on your part – do you understand that?

One final thing, by law I am prohibited from talking with you if you have joined in the lawsuit against the Company or if you are planning to do so or if you have contacted an attorney in any way about bringing a lawsuit against the Company seeking overtime pay. If you have done any of those things, I would ask that you simply indicate you would prefer not to talk to me. Again, no adverse action will be taken against you.

With that understanding, would you be willing to talk with me for a few moments?

If yes, get signature on "Acknowledgment " form and proceed.

If no, say thank you and good-bye.

If the distributor wants to proceed with the interview, but not sign the "Acknowledgement," proceed and make appropriate file note.

ACKNOWLEDGMENT OF RIGHTS

I, _____, have been asked to talk with John Galese and Jeffrey Ingram. I understand Mr. Galese and Mr. Ingram are acting on behalf of Flowers Baking Company of Opelika. I also understand that meeting with Mr. Galese and Mr. Ingram is strictly voluntary on my part. Prior to my meeting with them, Mr. Galese and Mr. Ingram explained the following to me:

1. I am under no obligation to talk to Mr. Galese and Mr. Ingram. Even if I initially agree, I have the right to change my mind and can leave at any time.
2. If I do agree to talk to Mr. Galese and Mr. Ingram, I will receive no benefit from doing so.
3. If I choose not to talk to Mr. Galese and Mr. Ingram, nothing bad will happen because of my refusal. There will be no retaliation or any adverse action by anyone representing Flowers Baking Company of Opelika, or any other Flowers Company.
4. There are no right or wrong answers to the questions I will be asked. Mr. Galese and Mr. Ingram are simply asking for my experience as a Distributor.

With this understanding, I have voluntarily agreed to talk to Mr. Galese and Mr. Ingram.

Distributor

EXHIBIT N

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
EASTERN DIVISION**

CHARLES MORROW, <i>et al.</i>,)	
MHT)	
)	
Plaintiffs,)	
)	
v.)	
)	
FLOWERS FOODS, INC., <i>et al.</i>,)	
)	
Defendants.)	

CIVIL ACTION NO: 3:07-CV-617-

AFFIDAVIT OF JOHN MARTIN GALESE

I, John Martin Galese, having been duly sworn, hereby depose and state as follows:

1. I am currently employed as an attorney with the Law Offices of Galese & Ingram, P.C., in Birmingham, Alabama. I have been a practicing attorney in the State of Alabama since 1971.

2. In mid-September, 2007, I was retained by Flowers Baking Co. of Opelika, LLC ("Flowers/Opelika") to assist them in the defense of the above-referenced lawsuit. Specifically, I was retained to gather facts regarding how different distributors with Flowers/Opelika operate their distributorships and to obtain information about their individualized experiences as distributors with Flowers/Opelika. I traveled to one Flowers/Opelika warehouse located in

Montgomery, Alabama, during the week of September 24, 2007, to meet with distributors at those warehouses who wanted to meet with me.

3. I did not meet with, or speak to, Charles Morrow, Michael Overton, James Marty Smith, Dwayne Cleveland, Michael Smith, Mark Murphy, Lew Baxter, Ricky Small, Melvin Snow, Greg Patisaul, or Gary Chambliss regarding the lawsuit, their distributorships, or any substantive matter during or after my visit. To my knowledge, I have never exchanged or otherwise engaged in any communications or conversations with any of these individuals at any time.


4. I gave each distributor with whom I met a "Pre-Interview Warning" before we spoke about anything substantive. A copy of the Pre-Interview Warning I used is attached hereto as Exhibit 1. I met with each of these distributors separately, without any Flowers/Opelika management employee or other individual present.

5. I presented an Acknowledgement of Rights form for any distributor who agreed to speak with me after hearing the Pre-Interview Warning to sign. A copy of the Acknowledgement of Rights form that I used is attached as Exhibit 2.

6. I did not ask any independent distributor with whom I spoke whether he or she was involved in the above-referenced lawsuit, wanted to join or opt-into the lawsuit, or was interested in the lawsuit.

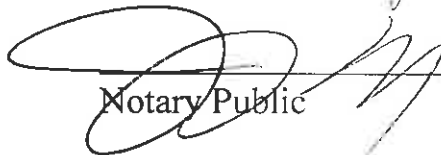
I hereby declare under penalty of perjury that the foregoing is true and correct according to my personal knowledge, and if called as a witness, I could and would testify truthfully thereto.

Dated this 18 day of April, 2008.



John Martin Galese

Sworn to and subscribed to before me this 18 day of April, 2008.



Notary Public

PRE-INTERVIEW WARNING

My name is John Galese. I am an attorney in Birmingham and have been retained by Flowers Baking Company of Opelika, LLC to assist them in the defense of a lawsuit. The Company has been sued by two former distributors who claim that they were not independent distributors, but rather were employees, and, therefore, allegedly due overtime pay. The Company denies these allegations because the Company considers you all to be independent business people, not employees. The case is entering what is called the discovery phase of the lawsuit during which the parties exchange information relevant to the claims and defenses.

The Company has asked that I assist them in obtaining factual information that will help them to analyze this case better. My purpose in meeting with you is to ask some questions to get that information. The information I obtain may be used as part of the Company's defense.

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Talking to me is strictly voluntary on your part – do you understand that?

One final thing, by law I am prohibited from talking with you if you have joined in the lawsuit against the Company or if you are planning to do so or if you have contacted an attorney in any way about bringing a lawsuit against the Company seeking overtime pay. If you have done any of those things, I would ask that you simply indicate you would prefer not to talk to me. Again, no adverse action will be taken against you.

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If yes, get signature on "Acknowledgment " form and proceed.

If no, say thank you and good-bye.

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3. If I choose not to talk to Mr. Galese and Mr. Ingram, nothing bad will happen because of my refusal. There will be no retaliation or any adverse action by anyone representing Flowers Baking Company of Opelika, or any other Flowers Company.
4. There are no right or wrong answers to the questions I will be asked. Mr. Galese and Mr. Ingram are simply asking for my experience as a Distributor.

With this understanding, I have voluntarily agreed to talk to Mr. Galese and Mr. Ingram.

Distributor